

BYLAWS OF MCKINLEY PARK DEVELOPMENT COUNCIL

ARTICLE I. ORGANIZATION

Section 1. Name

The name of this corporation is McKinley Park Development Council

Section 2. Location

The principal place of business and administrative office shall be located at [address?].

Section 3. Duration

The Corporation shall have perpetual existence.

ARTICLE II. PURPOSE

Section 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. 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) Identify and invite 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.
- (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.

ARTICLE III. MEMBERSHIP

Section 1. 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. All memberships shall be granted upon a majority vote of the board.

Section 2. 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 3. Rights of Members

Each member in good standing shall be eligible to vote in annual officer elections, as well as be nominated to take part in officer elections.

Section 4. 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 majority vote of the membership.

Section 5. Non-voting Membership

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

ARTICLE IV. BOARD OF DIRECTORS

Section 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 2. Number

The initial number of Directors shall be three (President, Secretary, Treasurer) and may be increased or decreased without further amendment of these bylaws. At no time may the number of Directors be less than three (3).

Section 3. 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 shall have a desire to pay it forward with what they have, know,

or have access to. A director must 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.

Section 4. 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.

Section 5. 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 6. Special Meetings

Special meetings may be called by the President of the Organization or a majority of the Board of Directors. 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 7. 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 8. 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 9. Quorum

A quorum shall consist of a **2/3rd** 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.

Section 10. Vacancy

Any vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining Directors,

though less than a quorum. Each person so elected shall serve until the duration of the unexpired term, or until the next annual meeting. The incorporating Board of Directors shall serve initial terms of three years unless otherwise asked and agreed upon by a majority of the Board of Directors.

Section 11. Removal

Any Director may be removed by majority vote of the remaining Directors for failure to act in the best interests of the Corporation, lack of support for, or compliance with the stated purpose of the Corporation.

Section 12. Compensation

Directors shall receive no compensation for their service as Directors.

Section 13. 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 14. Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council. Advisory Council members are to be held to the same conditions of conduct applied to the Directors and as stipulated in Sections 11, 12 and 13 above.

Section 15. Community Council

A Community Council may be created whose members shall be elected by the members of the Board of Directors annually who shall have duties, voting privileges, and obligations for attendance at regular meetings of the Board. Community Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Community Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Community Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Community Council. Community Council members are to be held to the same conditions of conduct applied to the Directors and as stipulated in Sections 11, 12 and 13 above.

Section 16. Committee Council

A Committee Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have duties, voting privileges, and obligations for attendance at regular meetings of the Board. Committee Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Committee Council shall possess the desire to serve the

community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Committee Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Committee Council. Community Council members are to be held to the same conditions of conduct applied to the Directors and as stipulated in Sections 11, 12 and 13 above.

ARTICLE V. OFFICERS

Section 1. Designation of Officers

The officers of the Corporation shall be the President, Secretary, and Treasurer, and they shall have authority to carry out the duties prescribed in these bylaws. The initial officers of the Corporation shall be designated by the incorporators, and shall serve for one (1) year from the time of incorporation. One person may hold more than one office, except no person may hold the office of President and Secretary.

Section 2. Election and Term

Officers of the Corporation shall be re-elected at the annual meeting of the Board of Directors, and shall serve for one year or until their replacements are elected and qualified.

Section 3. Removal

At any regular or special meeting, any officer may be removed by majority 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 4. Compensation

Officers of the Corporation may receive reasonable compensation as fixed by the Board of Directors. The fact that any officer is also a Director shall not preclude receipt of reasonable compensation for services provided under Article V of these bylaws.

Section 5. Vacancy

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

Section 6. Duties of Offices

A. President

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. 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, 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.

C. 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, and render reports and accountings to the Directors. 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 VI. COMMITTEES

Section 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. Each committee is to be represented by / sponsored by a Board member.

Section 2. Executive Committee

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

Section 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 VII. CONFLICT OF INTEREST AND COMPENSATION

Section 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 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 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 4. Records of Proceedings

- a. The minutes of the governing board and all committees with board delegated powers shall contain: 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 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 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 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. 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 VIII. 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 IX. STATEMENT OF DISCRIMINATION

Notwithstanding any provision of these bylaws, the Corporation shall not discriminate against any director, officer, employee, applicant, or participant on the basis of sex, race, color, ethnicity or national origin.

ARTICLE X.

The Board of Directors shall have the power to amend, alter, make and repeal the bylaws of the Corporation by majority vote.

Adoption of Bylaws

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

_____ [Date}

Richard Nelson, President

_____ [Date]

John Belcik, Secretary

_____ [Date]

Anil Acuna, Treasurer

