

**EDGEWATER NEIGHBORHOOD ASSOCIATION, INC.  
BY-LAWS**

**Article I**

**Name and Purpose**

Section 1. **Name:** The name of the organization shall be Edgewater Neighborhood Association, Inc. It is incorporated as a not for profit corporation in the State of Illinois and shall maintain a registered agent in the State of Illinois.

Section 2. **Purpose:** The purpose of the Corporation is to promote and enhance the Edgewater neighborhood as a safe, friendly and attractive place to live. The by-laws shall govern the Corporation and its members in fulfillment of the purpose.

Section 3. **Neighborhood Boundaries:** The Edgewater Neighborhood is bounded on the West, by North Main Street; on the North by, The IC railroad from North Main Street to the Rock River; on the East by the Rock River; on the South by the northerly side of Auburn Street from the Rock River to North Main Street, all in the city of Rockford, Illinois.

**Article II**

**Members**

Section 1. **One Class;** The Corporation shall have one class of membership.

Section 2. **Eligibility;** Membership is open to the residents of Edgewater Neighborhood Boundaries defined by address. All persons residing at an address shall share in the single membership of the household. Any person of legal age owning property, employed in the Neighborhood Boundaries, or residing in the Neighborhood Boundaries shall be eligible for membership.

Section 3. **Admission to Membership:** Any person that meets eligibility shall be admitted to the membership upon the payment of dues then required for membership based on household/address. Upon the payment of said dues, the name of such person (or persons in the household) shall be forthwith entered upon the formal membership rolls. Any other person not meeting the eligibility criteria may become a member upon application to the Board of Directors and approval of said Board.

Section 4. **Termination of Membership:** The Board of Directors may terminate the membership of any member for cause or who becomes ineligible for membership. Dues of terminated members are not refundable.

Section 5. **Resignation:** Any member may resign by filing a written resignation with the Secretary, but dues are not refundable.

Section 6. **Voting Rights:** Each member, based on a single household membership, shall be entitled to one vote on each matter submitted to a vote of the members

Section 7. **Transfer of Membership:** Membership in this corporation is not transferable or assignable.

**Article III**

**Meetings of Members**

Section 1. **Meetings:** An Annual meeting of the members shall be held each year in December with prior notice to the membership for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

Section 2. **Special Meetings:** Special Meetings of the members may be called by the president, the Board of Directors, or not less than one-tenth of the members having voting rights.

Section 3. **Place of Meeting:** The Board of Directors shall designate the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

Section 4. **Notice of Meetings:** Written notice stating the place, date, and hour of any meeting of members shall be given to each member entitled to vote at such meeting not less than four or more than forty days before the date of such meeting. Written notice may be provided by: (1) US mail; (2) email; (3) publication in the Edgewater newsletter; (4) posting on the Edgewater web site ([www.rockfordedge-water.org](http://www.rockfordedge-water.org)); or (5) on the Edgewater Facebook page. In case of a special meeting, or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member address as it appears on the records of the corporation, with postage thereon prepaid.

Section 5. **Quorum:** Ten (10) members shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting at any time without further notice. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting; withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

#### **Article IV Board of Directors**

Section 1. **General Powers:** The affairs of the corporation shall be managed by its Board of Directors. The Board shall establish and maintain the corporate and legal existence of the Association.

Section 2. **Number, Tenure, and Qualifications:** The number of directors shall be at least the five (5) but not more than fifteen (15) members, including the officers identified in Article V, Section 1. Directors shall serve a term of one year or until their successors have been elected and qualified. Directors must be members in good standing.

Section 3. **Regular Meeting:** A regular annual meeting of the Board of Directors shall be held without other notice than these by-laws, immediately after, and at the same place as the meeting of members. The Board of Directors may provide by resolution the time and place for the holding of additional

regular meetings of the Board without other notice than such resolution. The Board of Directors shall hold a minimum of six meetings per year.

Section 4. **Special Meetings:** Special meetings of the Board of Directors may be called by or at the request of the President, the secretary, or any five (5) directors. The person or persons authorized to call special meetings by the Board may fix any place in the Neighborhood Boundaries as the place for holding any special meeting of the Board called by them.

Section 5. **Notice:** Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice to each Director at his address as shown by the records of the Corporation or by email. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by e-mail, such notice shall be deemed to be delivered when the e-mail status shows that it has been opened. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the 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. The business to be transacted at any regular meeting of the board need not be specified in the notice. However, the business to be transacted at any special meeting of the board shall be specified in the notice.

Section 6. **Quorum:** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board. A member must be present to vote.

Section 7. **Manner of Acting:** The act of a 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 statute, these by-laws, or articles of incorporation.

Section 8. **Vacancies:** Any vacancy occurring in the Board of Directors may be filled by majority vote of the remaining Board of Directors, even if the vacancy causes the Board to be below the minimum required to vote. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office.

Section 9. **Compensation:** Directors shall not receive any compensation for their services as Director. Directors shall be reimbursed for expenses incurred on behalf of the corporation subject to approval by the Board of Directors.

Section 10. **Nominating Committee:** The Board of Directors shall be the Nominating Committee. The Committee shall recommend a slate of Directors to be submitted to a vote of the members at the Annual Meeting. The slate of recommended candidates for Directorship shall be posted on the Edgewater web site at least seven (7) days prior to the Annual meeting. Nominations may be added at the annual meeting, through a motion duly made and seconded, if the nominee agrees and a majority of members present and voting also agree on the nomination.

## **Article V Officers**

Section 1. **Officers:** The officers of the corporation shall be President, Vice-President, Treasurer, and Secretary. Other officers whose authority and duties are not prescribed in these by-laws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. **Election and Term of Office:** The Offices of the corporation shall be elected by the Board of Directors from the members of the Board of Directors following the Annual Meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office for a period of one (1) year or until his successor has been duly elected or until he shall resign or shall have been removed in the manner hereinafter provided. Each officer must be a member in good standing.

Section 3. **Removal:** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever such officer ceases to be a member of the corporation or whenever in the judgment of the Board of Directors the best interest of the Corporation would be served thereby.

Section 4. **President:** The President shall be the principal executive officer of the Corporation. Subject to the direction and control of the Board of Directors, the President shall be in charge of the business and affairs of the Corporation; shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and, in general, shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President shall preside at all meetings of the members of the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by Board of Directors of these by-laws, the President may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and may accomplish such execution individually or with the Secretary, any other officer thereunto, authorized by the Board of Directors, according to the requirements of the form of the instrument.

Section 5. **Vice-President:** The Vice-President shall assist the President in the discharge of the duties of the President as directed and shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors. In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Except in those instances in which authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors or these By-Laws, the Vice-President may execute for the Corporation any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed, and may accomplish such execution either individually or with the Secretary or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

Section 6. **Treasurer:** The Treasurer shall be the principal accounting and financial officer of the Corporation. He shall: (a) have charge of and be responsible for the maintenance of adequate books of accounting for the Corporation; (b) have charge and custody of all funds and securities of the Corporation, and be responsible therefore, and for the receipt and disbursement thereof, (c) be responsible for maintaining the current membership list of the corporation; and (d) perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. **Secretary:** The Secretary shall record the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the Corporate records; keep a register of the post office address and email address of each member which shall be furnished to the Secretary by such member; and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

## **Article VI Committees**

Section 1. **Committees of Directors:** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of one or more Directors. Committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law. The President shall appoint, from time to time, with the approval of the board, an audit committee of three persons, at least one of whom shall be a Director other than the Treasurer. The purpose of the committee is to review the financial records of the organization and make recommendations, if any, to the Board.

Section 2. **Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the Corporation may be designated by a resolution of the Board of the Directors. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation and the President of the Corporation shall appoint the members thereof.

Section 3. **Term of Office:** Each member of a committee shall continue as such until his successor is appointed unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. **Chairman:** One member of each committee shall be appointed chairman.

Section 5. **Vacancies:** Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

Section 6. **Quorum:** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. **Rules:** Each committee may adopt rules for its own procedures not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

## **Article VII Contracts, Checks, Deposits, and Funds**

Section 1. **Contracts:** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances. However, no contract or obligation exceeding five hundred dollars (\$500.00) shall be entered into, or assured by the Corporation without a majority vote of the Board. The Board is exempted from this provision in the case of obligating funds that are designated for a specific purpose (e.g. grant funds received for a specific beautification project).

Section 2. Checks, Drafts, Etc.: All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice-President of the Corporation.

Section 3. Deposits: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts: The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devised for the general purposes or for any special purpose of the Corporation.

#### **Article VIII Books and Records**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep a recording giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time with prior notice.

#### **Article IX Fiscal Year**

The fiscal year of the Corporation shall be the calendar year.

#### **Article X Dues**

Section 1. Annual Dues: The Board of Directors may determine from time to time the amount of annual dues payable to the Corporation by Members.

Section 2. Payment of Dues: Dues shall be payable in advance on the first day of each fiscal year. Dues of new members during the fiscal year shall be the full amount of the annual dues and shall not be pro-rated.

#### **Article XI Amendments**

The power to alter, amend, or repeal these By-Laws or adopt new By-Laws is vested in the general membership. Such action may be taken at a regular or special meeting for which notice of the purpose shall be given. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the articles of incorporation.