

Updated: January, 2006

River Forest Community Center

By-Laws

Article I

Name and Purpose

The name of this organization shall be RIVER FOREST COMMUNITY CENTER.

The objectives of this organization are to establish and maintain Community Center facilities for the use of residents of the Village of River Forest. At all times, all provisions of the Illinois General Not for Profit Corporation Act of 1986 shall apply to this organization. (See Charter for full statement of purpose).

The benefits derived from the River Forest Community Center are available for an indefinite number of persons. The River Forest Community Center does not have any capital stock or shareholders, and no individual profits from any service the Center provides. All funds needed to maintain the River Forest Community Center are derived from user fees, from governmental contributions and from donations, and all funds are held by the Center to further the objectives and purposes set forth in the Articles of Incorporation.

All services of the River Forest Community Center are available to those who need and apply for the services. Any fees charged to prospective participants may be waived or reduced based upon the participant's ability to pay. Any person seeking to use the services of the River Forest Community Center may do so without impediment.

No property or assets owned by the River Forest Community Center are used for non-charitable purposes.

Article II

Offices

The principal office of the organization in the State of Illinois shall be located in the Village of River Forest and County of Cook. The registered office of the organization required by the General Not for Profit Corporation Act to be maintained in the State of Illinois may be, but need not be, identical with the principal office in the State of Illinois, and the address of the registered office may change from time to time by the Board of Governors.

Article III

Members

- Section 1. Membership.** The membership of this organization shall include all permanent residents of the Village of River Forest.
- Section 2. Annual Meeting.** The annual meeting of the members shall be held during each calendar year at such time and place as set and established at a regular or special meeting of the Board of Governors held at least 30 days prior to the meeting date so set. If the election of a Board of Governors shall not be held on the date designated herein for any annual meeting, or at any adjournment thereof, the Board of Governors shall cause the election to be held at a meeting of the members as soon thereafter as conveniently may be.
- Section 3. Special Meetings.** Special meetings of the members may be called by the Chairman, by a majority of the Board of Governors or by a petition signed by not less than 1000 members.
- Section 4. Place of Meeting.** The Board of Governors may designate any place, either within or without the Village, as the place of meeting for any annual meeting or for any special meeting called by the Board of Governors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the Community Center building.
- Section 5. Notice of Meeting.** Written or printed notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than forty days before the date of the meeting, either personally or by mail by the Board of Governors calling the meeting, and in the case of members calling the meeting, shall be at the direction of the Secretary, after first having been presented with the petition required, to each household in the Village of River Forest.
- Notice of the meeting shall state the place, day and hour of the meeting and shall be sufficient if given not less than ten (10) nor more than thirty (30) before said meeting and is given in a paper of general circulation in the Village and posted in a conspicuous place in the River Forest Community Center.
- Section 6. Qualifications for Voting.** Any permanent resident of the Village of River Forest of the age of eighteen years and older shall qualify to vote on all matters put to the membership for vote. Any such member shall be required to give proof of residency in the Village of River Forest.
- Section 7. Quorum.** Five hundred members present in person, shall constitute a quorum at any meeting of members. In the absence of a quorum of five hundred, a quorum of the Board of Governors, as hereafter defined, shall constitute a quorum at the annual meeting.
- Section 8. Inspectors.** At any meeting of members, the Chairman of the meeting may, or upon the request of any members, shall appoint one or more members as inspectors for such meeting. Each such inspector shall ascertain and report the numbers of members at the meeting, if requested, request proof of membership, if requested, and count all votes and report the results, and do such other acts as are proper to conduct the election and voting with fairness to all members.
- Section 9. Voting by Ballot.** Voting on any question or in any election may be by voice vote unless the presiding officer shall order or any member shall demand that voting be by ballot. Voting on any specific issue or for election may also be by mail, at the discretion of the Board of Governors.

Article IV

Governors

- Section 1. General Powers.** The business and affairs of the organization shall be managed by its Board of Governors.
- Section 2. Number, Tenure and Qualifications.** The number of Governors of the organization shall be no more than eleven (11). Governors shall be elected to a term of six years with the terms staggered in two year intervals so no more than one third of the board is elected during each two year period. Each Governor shall hold office until his/her successor shall have been elected and qualified, or until his/her death, resignation or until he/she shall have been removed in the manner hereinafter provided. In case of a vacancy on the Board of Governors, the Board can appoint an individual to fill the unexpired term. Governors must be residents of the Village of River Forest. Effective January 1, 2006, a maximum of two (2) Governors may be non-residents of River Forest. At no time shall there be more than one (1) non-resident Governor from the same city, town or village outside of River Forest.
- Any Governor elected by the members may be removed by the members at a special or regular meeting whenever, in their judgment, the best interests of the organization would be served.
- Section 3. Regular Meetings.** A regular meeting of the Board of Governors shall be held without other notice on the second Monday of each month. The Board of Governors may provide, by resolution, that the time and place of the regular meeting be changed on a monthly basis upon a showing of good cause or may provide for additional regular meetings, provided that at least ten (10) days notice thereof shall be provided to all members of the Board.
- Section 4. Special Meetings.** Special meeting of the Board of Governors may be called by or at the request of the Chairman or any two Governors. The person or persons authorized to call a special meeting of the Board of Governors may fix any place, either within or without the Village, as the place for holding any special meeting of the Board of Governors called by them.
- Section 5. Notice.** Notice of any special meeting shall be given in any manner which accurately notifies all Governors who may be contacted of the place and time of such meetings. The attendance of the Governor at any meeting shall constitute a waiver of notice of such meeting.
- Section 6. Quorum.** One half of the Board of Governors shall constitute a quorum for transaction of business at any meeting of the Board of Governors.
- Section 7. Manner of Acting.** The act of the majority of the Governors present at a meeting at which quorum is present shall be the act of the Board of Governors.
- Section 8. Vacancies.** Any vacancy occurring in the Board of Governors or any Governorship to be filled by reason of an increase in the number of Governors may be filled by election at an annual meeting or at a special meeting of members called for that purpose or by election by the Board of Governors; provided that at least a quorum of the Governors must be present at such a meeting.

Article IV

Governors (continued)

- Section 9. Informal Action by Governors.** Unless specifically prohibited by the Articles of Incorporation or By-Laws, any action required to be taken at a meeting of the Board of Governors, or any other action which may be taken at a meeting of the Board of Governors or the executive committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Governors entitled to vote with respect to the subject matter thereof or by all the members of such committee, as the case may be. Any such consent signed by all the Governors or all the members of the executive committee shall have the same effect as a unanimous vote, and may be stated in any document filed with the Secretary of State.
- Section 10. Compensation.** The Board of Governors shall serve without compensation.
- Section 11. Presumption of Assent.** A governor of the organization who is present at a meeting of the Board of Governors at which action on any organization matter is taken shall be conclusively presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary. Such right to dissent shall not apply to a Governor who voted in favor of such action.
- Section 12. Executive Committee.** There shall be an Executive Committee of Governors which shall not be less than four (4) in number. The Executive Committee shall consist of the Chairman, Vice Chairman, Secretary and Treasurer. The Executive Committee shall have the authority of the Board of Governors to act upon and approve the routine business of the corporation but shall not have the authority to approve any expenditure in excess of \$5,000.00, enter into any contracts involving a sum of money of more than \$5,000.00 or to in any way modify the lease document for the Center building. The Executive Committee shall prepare minutes for all meetings and submit them to members of the Board of Governors at the next regular or special meeting of the Board of Governors. Further, the Board of Governors may, by a majority vote of those present at a regular or special meeting, ratify, modify or set aside completely any action taken by the Executive Committee.

Article V

Officers

- Section 1. Number.** The officers of the organization shall be a Chairman, one or more Vice Chairmen (the number thereof to be determined by the Board of Governors), a Treasurer, and a Secretary, and such Assistant Treasurers, Assistant Secretaries or other officers as may be elected or appointed by the Board of Governors. Only one office may be held by any one person at one time.
- Section 2. Election and Term of Office.** The officers of the organization shall be elected annually by the Board of Governors at the first meeting of the Board of Governors held after each annual meeting of 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 filled at any meeting of the Board of Governors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his death or until he/she shall resign or shall have been removed in the manner hereinafter provided.

Article V

Officers (continued)

- Section 3. Removal.** Any officer or agent elected or appointed by the Board of Governors may be removed by the Board of Governors whenever in its judgment the best interests of the organization would be served thereby.
- Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Governors for the unexpired portion of the term.
- Section 5. Chairman.** The Chairman shall be the principal executive officer of the organization and shall in general supervise and control all of the business and affairs of the organization. He shall preside at all meetings of the members and of the Board of Governors. He may sign, with the Secretary or any other proper officer of the organization thereunto authorized by the Board of Governors, contracts or other instruments which the Board of Governors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Governors or by these By-Laws to some other officer or agent of the organization or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board of Governors from time to time.
- Section 6. The Vice Chairmen.** In the absence of the Chairman or in the event of his inability or refusal to act, the Vice Chairman (or in the event there be more than one Vice Chairman, the Vice Chairman in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the Chairman.
- Section 7. The Treasurer.** If required by the Board of Governors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Governors shall determine. He shall (a) have charge and custody of and be responsible for all funds and securities of the organization; receive and give receipts for monies due and payable to the organization from any source whatsoever, and deposit all such monies in the name of the organization in such banks, trust companies or other depositories as shall be selected, (b) in general perform all the duties as from time to time may be assigned to him by the Chairman or by the Board of Governors.
- Section 8. The Secretary.** The Secretary shall: (a) keep the minutes of the members' and the Board of Governors' meetings in one or more books provided for the purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the organization records and of the seal of the organization and see that the seal of the organization is affixed to any and all documents, the execution of which, on behalf of the organization under its seal is duly authorized in accordance with the provisions of these By-Laws; (d) keep a register of all members, insofar as is practicable to do so; (e) in general, 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 Chairman, or by the Board of Governors.
- Section 9. Assistant Treasurers and Assistant Secretaries.** The Assistant Treasurers shall respectively, if required by the Board of Governors, give bonds for the faithful discharge of their duties in such sums and with sureties as the Board of Governors shall determine. Governors may sign with the Chairman or Vice Chairman, any documents which shall have been authorized by a resolution of the Board of Governors. The Assistant Treasurers and Assistant Secretaries, in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the Chairman or the Board of Governors.

Article VI

Contracts, Checks and Deposits

- Section 1. Contracts.** The Board of Governors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances.
- 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 organization, shall be signed by such officer or officers, agent or agents of the organization and in such manner as shall from time to time be determined by resolution of the Board of Governors.
- Section 3. Deposit.** All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the organization in such banks, trust companies or other depositories as the Board of Governors may select.

Article VII

Amendment of By-Laws

These By-Laws or any part thereof may be amended at any regular meeting of the Board of Governors upon a simple majority vote of those present at such meeting.

Article VIII

Fiscal Year

The fiscal year of the organization shall begin on the first day of April in each year and end on the last day of March in each year.

Article IX

Seal

The Board of Governors shall provide a corporate seal which shall have imprinted thereon the name of the corporation and such other descriptive language as shall be necessary or required by law.

Article X

Committees

Special Committees may be formed and appointed by the Board of Governors and charged with such special specific authority and duties as the Board of Governors shall determine.

Article XI

Dissolution of the Organization

This organization may not be dissolved except by strict compliance with the laws of the State of Illinois with reference to such action and by approval of the majority of the members of the organization.