

**ENOS PARK
NEIGHBORHOOD
IMPROVEMENT
ASSOCIATION, INC.**

BYLAWS

Table of Contents

Article I, Purposes	Page 1
Article II, Offices	Page 2
Article III, Members	Page 2
Article IV, Meeting of Members	Page 3
Article V, Board of Directors and Officers	Page 5
Article VI, Committees	Page 7
Article VII, Contracts, Checks, Deposits and Funds	Page 8
Article VIII, Certificates of Membership	Page 9
Article IX, Books and Records	Page 10
Article X, Fiscal Year	Page 10
Article XI, Dues	Page 10
Article XII, Waiver of Notice	Page 10
Article XIII, Amendment to Bylaws	Page 11
Article XIV, Political Action Prohibited	Page 11
Article XV, Dissolution of Organization	Page 11

Published November, 2003
**BYLAWS
OF
ENOS PARK NEIGHBORHOOD
IMPROVEMENT ASSOCIATION, INC.**

***Article I
Purpose***

The purpose of the corporation as stated in its Articles of Incorporation is organized exclusively for charitable and educational purposes under section 501(c)3 of the Internal Revenue Code.

In April 1989, the corporation was formed:

To promote the social welfare of the citizens of the City of Springfield, Illinois by sponsoring civic programs to assist in the preservation of viable residential neighborhoods through the prevention of crime, the promotion of fire safety, the development of a drug-free environment and the fostering of civic pride.

To promote the economic stability, protect the public health and promote the general welfare of the citizens of the City of Springfield, Illinois by encouraging, aiding and assisting the City of Springfield, Illinois in the implementatin of the goals, policies and objectives of the Comprehensive Plan for the City of Springfield, Illinois prepared by the Springfield Sangamon County Regional Planning Commission and adopted by the City of Springfield.

The corporation shall also have such powers as are now or may hereafter be granted by the General Not-For-Profit Corporation Act of the State of Illinois.

ARTICLE II

Offices

The corporation shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office and may have such other offices within or without the State of Illinois as the Board of Directors may, from time to time, determine.

ARTICLE III

Members

Section 1, Membership Designations. The corporation shall have five (5) designations of members. The designations and the qualifications of the members shall be as follows:

Benefactor. An individual, 18 years of age or older, or other lawfully organized entity, who resides or who owns property or who has an interest within the boundaries of the Enos Park Neighborhood Improvement Association, Inc., who shall have expressed a desire in writing to sponsor and support the purposes and programs of the Association and who shall have paid \$300 annual dues.

Sponsor. An individual, 18 years of age or older, or other lawfully organized entity, who resides or who owns property or who has an interest within the boundaries of the Enos Park Neighborhood Improvement Association, Inc., who shall have expressed a desire in writing to sponsor and support the purposes and programs of the Association and who shall have paid \$200 annual dues.

Patron. An individual, 18 years of age or older, or other lawfully organized entity, who resides or who owns property or who has an interest within the boundaries of the Enos Park Neighborhood Improvement Association, Inc., who shall have expressed a desire in writing to sponsor and support the purposes and programs of the Association and who shall have paid \$100 annual dues.

Member. An individual, 18 years of age or older, or other lawfully organized entity, who resides or who owns property or who has an interest within the boundaries of the Enos Park Neighborhood Improvement Association, Inc., who shall have expressed a desire in writing to sponsor and support the purposes and programs of the Association and who shall have paid \$20 annual dues.

Member-At-Large. All individuals residing in the Enos Park designated area and anyone with a vested interest in the area.

Section 2. Voting Rights. Each dues-paying member whose name shall be certified by the Recording Secretary and/or the Treasurer, shall be entitled to one vote on each matter submitted to a vote of the members present, including proxies. Members-at-large shall be non-voting members of the corporation.

Section 3. Termination of Membership. The Board of Directors by affirmative vote of three-fourths of all the Board members present may suspend or expel a member for action detrimental to the welfare of the corporation after an appropriate hearing. A member may not be expelled on the basis of race, creed or religion. Voting privileges shall be terminated because of default in the payment of dues, as certified by the Treasurer, for the period fixed in Article XI of these Bylaws.

Section 4. Resignation. Any member may resign by filing a written resignation with a Board member, but such resignation shall not relieve a member so resigning of the obligation to pay any dues, assessments or other charges heretofore accrued and unpaid. Dues are not refundable.

Section 5. Reinstatement. Upon written request signed by the former member and payment of dues as certified by the Treasurer, the Board of Directors may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 6. Transfer of Membership. Membership in this corporation is not transferable or assignable.

ARTICLE IV Meeting of Members

Section 1. Annual Meeting. An annual meeting of the members shall be held in conjunction with the regular December meeting at the hour of 7:00 p.m. for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members called as soon thereafter as conveniently may be.

Section 2. Special Meetings. Special meetings of the members may be called either by the President, the Board of Directors or not less than one-fifth of the members having voting rights.

Section 3. Limitation of Actions. Amendments to the Articles of Incorporation and these bylaws may be made only by the dues-paying members at a meeting for which prior announcement of these actions has been made. Actions to spend corporate funds in excess of two hundred and fifty dollars may be made only by the majority of eligible members present and voting.

Section 4. Place of Meetings. The Board of Directors may designate any place within the State of Illinois, as the place of meeting for any annual or special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the Third Presbyterian Church, in the City of Springfield, State of Illinois, provided, however, that if all the dues-paying members shall meet at any time and place within the State of Illinois, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 5. Notice of Meetings. Written or printed notice stating the place, day and hour of any annual or special meeting shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than five nor more than sixty days before the day of such meeting, by or at the direction of the President, the Treasurer, the Recording Secretary, or by the Directors of persons calling the meeting unless otherwise required by law. In case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in this notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Section 6. Informal Action by Members. Any action required to be taken at a meeting of members of the corporation, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the members entitled to vote with respect to the subject matter thereof.

Section 7. Quorum. Five members eligible to cast a vote at any meeting shall constitute a quorum, provided at least three of them are members of the Board. If a quorum is not present at any meeting of members, a majority of members present may adjourn the meeting without further notice.

Section 8. Proxies. At any meeting, a member entitled to vote may vote either in person or by proxy executed in writing either by the member or by his duly authorized attorney-in-fact and notarized.

ARTICLE V

Board of Directors and Officers

Section 1. General Powers. The affairs of the corporation shall be managed by the Executive Director and Board of Directors.

Section 2. Officers - Directors. The Board of Directors shall consist of the officers and directors of the corporation, the same being: an Executive Director, a President, a Vice-President, a Recording Secretary, a Treasurer, and up to nine Directors at Large, to be elected in accordance with the provisions of this Article.

Each Officer/Director shall hold office from the date of his/her election until the next Annual Meeting at which his successor shall have been elected and qualified. Officers/Directors shall be voting members of the corporation.

Section 3. Advisory Director. The immediate past President of the corporation, or if he is unable or unwilling to act, such past President as the Board of Directors may select, shall be an Advisory Director of the Board of Directors.

Section 4. Regular Meetings. The Board of Directors may provide by resolution the time and place, within the State of Illinois, for the holding of regular meetings of the Board without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place within the State of Illinois, as the place for holding any special meeting of the Board called by them.

Section 6. Notice. Notice of any special meeting of the Board of Directors shall be given at least five days prior by written notice delivered personally or sent by mail or telegram to each director at his address as shown by the records of the corporation. 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 prepaid. If notice be given by telegram, such notice shall be deemed delivered when the telegram is delivered to the telegraph company. 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.

Section 7. Removal. Any Officer/Director elected by the members of the corporation may be removed by the members of the corporation upon two-thirds vote of the members entitled to vote whenever, in their judgment, the best interests of the corporation would be served thereby.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9. Compensation. Excepting the Executive Director, Officers and Directors at Large, as such, shall not receive any salaries for their services.

Section 10. Executive Director. The Executive Director shall be the principal executive officer of the corporation and shall, in general, supervise and control all the business and affairs of the corporation.

Section 11. President. The President shall preside at all meetings of the members and of the Board of Directors. He/she shall supervise the day-to-day activities of the association and send out any notices for which the corporation is responsible. He/she shall supervise the day-to-day activities of the association and send out any notices for which the corporation is responsible. He/she shall call special meetings of the Board of Directors, and, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 12. Vice President. 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. He shall perform such other duties as may, from time to time, be assigned by the President or by the Board of Directors.

Section 13. Recording Secretary. The Recording Secretary shall keep the minutes of the meetings of the members in one or more books provided for that purpose, and such other duties as, from time to time, may be assigned to him by the President or by the Board of Directors.

Section 14. Treasurer. If required by the Board of Directors, 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 Directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws. He shall maintain a current register of the post office address and phone number of each member, which shall be furnished to him by the member; and, in general, 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.

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 two or more directors, which committees, to the extent provided in said resolution, 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, of any responsibility imposed upon it or him by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise be 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. Any member thereof may be removed by the person authorized to appoint such member whenever, in their judgment, the best interests of the corporation shall be served by such removal.

Section 3. Terms of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his/her successor is appointed, unless such member be 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 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 and 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 government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE VII

Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors shall enter into a contract with the Executive Director, signed by all officers, stipulating the salary and the attendant duties thereof. 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 bylaws, 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, subject to Article IV, Section 3 of these bylaws.

Section 2. Checks, Drafts, etc. all checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation in such manner as shall, from time to time, be determined by resolution of the Board of Directors. All checks exceeding two hundred fifty dollars (\$250) must be countersigned.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such bank, trust company, or other depository 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 grant for the general purpose of or for any special purpose of the corporation.

ARTICLE VIII

Certificates of Membership

Section 1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation which shall be in such form as may be determined by the Board. Such certificates shall be signed by the Executive Director, President or Treasurer. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificates shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

Section 2. Issuance of Certificates. When a member has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by a Board member, if the Board of Directors shall have provided for the issuance of certificates of membership under the provision of Section 1 of this article.

ARTICLE IX
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 at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member upon written request, stating purpose and intent, after ten days from written request. The only acceptable purpose for the request would be to mount a campaign for office in the corporation.

ARTICLE X
Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI
Dues

Section 1. Annual Dues. The Board of Directors may determine, from time to time, the amount of initiation fee, if any, and annual dues payable to the corporation by members.

Section 2. Payment of Dues. Dues shall be payable in advance on the first day of January in each year.

ARTICLE XII
Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the General Not-For-Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the bylaws of the corporation, 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.

ARTICLE XIII

Amendments to Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the members present at any regular or special meeting for which prior announcement has been made, provided that written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting as required by Article IV, Section 5 of these bylaws.

ARTICLE XIV

Political Action Prohibited

At no time shall this corporation, directly or indirectly, participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office, notwithstanding the acceptance of advertising in the Association newsletter.

ARTICLE XV

Dissolution of Organization

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)2 of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.