

MacARTHUR BOULEVARD ASSOCIATION

BYLAWS

SECTION ONE

Article I – Name

The name of the organization shall be the MacArthur Boulevard Association, herein referred to as MBA, established in 2006.

Article II – Purpose

The purpose of the MacArthur Boulevard Association shall be to support the welfare of all MacArthur Boulevard area businesses and residences and to promote, develop and preserve MacArthur Boulevard and the adjoining neighborhoods through community involvement, planning, business development and neighborhood preservation.

Article III – Membership

There shall be two classes of membership in the MBA

Business and Not-For-Profit (NFP)—Business and NFP membership shall be open to any business and NFP organization having an economic interest in MacArthur Boulevard. Business and NFP members shall have the right to attend any meeting of the general membership of the MBA and will have the right to one vote per business or NFP membership.

Individual and Family—Membership shall be open to any individual or family having an interest in the economic wellbeing of MacArthur Boulevard and the adjoining neighborhoods. Individual and family members shall have the right to attend any meeting of the general membership of the MBA and will have the right to one vote per individual or family member at membership meetings.

Those interested in becoming members of the MBA may fill out a membership form and submit it by mail, fax, email or hand delivered at a meeting of the members.

Members are required to contribute the dues amount set forth in the membership agreement at the beginning of each fiscal year for the support of authorized activities. (See Section II, Article I for definition of Fiscal Year). The dues shall be set by a majority vote of the Board of Directors.

Article IV – Objectives

The Objectives of the MBA are to:

- . Support MacArthur Boulevard area businesses and the adjoining neighborhoods
- . Attract new businesses to the Boulevard
- . Assist businesses in beautification efforts including landscaping and signage
- . Obtain governmental funds to improve the infrastructure of the Boulevard
- . Promote community events and public awareness of MacArthur Boulevard

Article V – Organizational Structure

Board of Directors:

The Board of Directors shall manage the affairs of the association and implement programs and activities to carry out the above objectives. The Board of Directors shall respond to all issues and questions concerning the purpose and actions of the MBA. The voting members of the Board will be comprised of no less than seven (7) and no more than twenty (20) members in good standing elected from the general membership.

Board members:

MBA voting members shall elect seven (7) to twenty (20) Board Members who shall represent the Board for a one (1) year term.

Officers:

MBA voting members shall annually elect a Board of Directors who shall represent the MBA for a one (1) year term. The newly elected Board shall reorganize the Board and elect a President, a Vice President, a Secretary and a Treasurer.

Article VI – Duties of Officers

The President Shall:

Preside at all meetings of the MBA Membership and Board of Directors;

Be a non-voting advisory member of all committees;

Nominate the chairmen of all committees. These nominations shall be ratified and approved by a simple majority vote of the Board at its next meeting;

Sign all contracts and agreements agreed to by the Board of Directors;

Co-sign with the Treasurer all check greater than \$1,000;

Be the primary spokesperson of the MBA, have the right to approve all statements made on behalf of the MBA and to report said statements at the next meeting of the Board of Directors; and

Have such other duties and powers, as the Board shall from time to time designate.

The Vice President Shall:

Assist and support all committees;

Preside at MBA meetings in the absence of the President; and

Have other such duties and powers, as the Board from time to time designate.

The Secretary Shall:

Maintain a membership list in which shall be recorded the names and addresses of all members of the Association. Such membership list shall be reviewed by the Treasurer to ensure members on the list are in good standing;

Record minutes of the all Board meetings and membership meetings and report these minutes for approval at the next meetings of the Board and the General Membership; and

Have other such duties and powers, as the Board from time to time designate.

The Treasurer Shall:

Receive and deposit, within ten (10) banking days, in bank accounts of the Association, all monies of the Association;

Disburse such finds as directed by resolution of the Board of directors;

Sign all checks on behalf of the MBA with the exception of checks for greater than \$1,000.00 which shall have the signature of both the Treasurer and the President;

Keep proper books of account;

Make available all financial records and present an itemized fiscal report at each regular meeting of the Board of Directors;

Prepare an annual budget and a statement of income and expenses to be presented at the annual meeting of the members with printed copies available to all in attendance;

Prepare the annual tax and any other regulatory filings as required; and

Have such other duties and powers, as the Board shall from time to time designate.

Article VII—Committees

Committees established by the Board with the exception of the Nominating Committee as described in SECTION TWO Article III, shall serve in an advisory capacity to the MBA Board of Directors. Committee recommendations to the Board will be binding upon a majority vote of the Board of Directors. Such votes shall be represented to the general membership at the next general membership meeting.

Committees shall consist of a minimum of three members in good standing with the Chairman of the committee nominated by the president and approved by the Board of Directors. A quorum of a committee shall consist of a simple majority of the sitting members. Resolutions of committees shall be approved by a majority of members present.

End of SECTION ONE

SECTION TWO

Article I – Meetings and Organization

Monthly meetings:

Membership meetings of the MBA will be held monthly or as deemed necessary. Special meetings of the MBA may be called by the Board of directors with a minimum of one week notice by public notification, which may include any of the following: mail, e-mail, handbill and signage.

The Board of Directors meetings shall be held on a monthly basis scheduled by the President. Special Board meetings may be called by the President with at least two working days' notice by telephone, email or text message.

Annual Meeting:

The Annual Meeting of the MBA shall be held on the 2nd Thursday of December.

The fiscal year of the MBA shall run from January 1 to December 31.

Article II – Voting

The preferred method of decision making in the membership meetings shall be by consensus; however, where issues of policy and actions, in the opinion of the President, induce a significant divergence in opinion or direction among the members, a quorum of MBA members in good standing shall be necessary for the transaction of MBA business with a majority vote. In no case shall a quorum be constituted with less than 20 members present.

For MBA Board of Directors meetings, a quorum shall be constituted when a majority of Board members are present. A simple majority vote of a quorum of the Board is required for any decision. A vote by email may be taken when necessary. Action taken by email shall be verified and made part of the minutes of the next Board of Directors meeting.

Article III—The Election Process

Nominating Committee:

The Board shall appoint a Nominating Committee of no less than three (3) and no more than five (5) members.

The Nominating Committee shall solicit and submit names of candidates for election to the Board of Directors no less than fourteen (14) days prior to the annual meeting. The slate of candidates shall be posted to the MBA website at that time.

Elections of the Board of Directors for the next fiscal year shall be held at the Annual Meeting the 2nd Thursday of December.

Article IV—Board and Officer Candidate Eligibility

Eligibility:

Candidates must be members in good standing.

Each candidate must be at least eighteen (18) years of age.

Term Limits:

There shall be a three year term limit for the same position for officers. Officers may continue to serve as a Director of the Board after their term expires.

Eligibility for officer is reinstated after one year.

Article V—Conflict of Interest, Resignation, Replacement, Removal from Office

Conflict of interest:

A conflict of interest exists when a MBA officeholder or committee member may realize any direct financial or material benefit from business before the MBA.

In such cases, the individual must recuse him or herself as a voting member from any such business before the MBA. This conflict of interest may be disclosed by the individual or any individual aware of the situation.

An Officer of committee member may recuse himself or herself in a case of conflict of interest, without affecting his or her position as a member, committee member or officer.

Resignations:

Any MBA officer or committee member must give written notice before the resignation becomes effective. The resignation notice will be addressed to the Board of Directors or the appropriate Committee chair and a copy to the President and the Secretary.

Removal from Office:

Any MBA Officer or Board member may be removed from a position for cause at any meeting of the Board of Directors by two-thirds of the Board members present, providing that notice has been furnished to the Board members at least two weeks prior to the meeting of the Board.

Any Officer or Board member who has missed three consecutive months of regularly scheduled Board meetings shall be considered delinquent of duties and by exception to this rule in cases of hardship or other dilemmas and allow the position to go unfilled until the return of the Officer or Board member. While the position is vacant it shall not be counted toward a quorum.

Replacement of Officers:

When necessary, vacant positions shall be filled at any meeting by a quorum of the Board of Directors for the unexpired portion of the term. This appointment must be confirmed by a majority of the quorum present at the next Membership meeting, at which point the appointee becomes a voting member of the Board of Directors.

Article VI—Parliamentary Authority

When not consistent with these bylaws, Robert's Rule of Order Newly Revised shall be the parliamentary authority for all matters of procedure. These rules may be suspended at any meeting by a majority vote.

Article VII—Prohibitions

The MBA shall not endorse any candidate for public office.

The MBA shall not use its position to promote or support any candidate for public office.

Article VIII—Adoption/Amendment of Bylaws

These bylaws may be at any MBA membership meeting by consensus vote, provided that the amendment(s) have been submitted to the members via mail or email two (2) weeks prior to the membership meeting.

These bylaws shall become effective upon consensus vote of approval of the MBA members present at a meeting of the membership.

Other provisions of these bylaws notwithstanding: If the bylaws are amended to add elected positions to the MBA, those positions may be elected immediately, following approval of the bylaws and shall serve until new officials are elected. If the bylaws are amended to delete an elected position, and that position is at the time filled, the individual holding that position will lose voting status as soon as the bylaws are adopted.

Article IX—Dissolution

In the event of dissolution, MBA's assets, after payment of debts, shall be distributed to an organization that is tax exempt under the provisions of Section 501©(3) or 501©(6) of the Internal Revenue Code.

Article X—Good Faith

All persons holding office under these bylaws and all members of the Association shall act in good faith to ensure that their actions are consistent with the overall goals of the Association.

Article XI—Interpretation

These bylaws shall be interpreted according to the laws of the State of Illinois.

Article XII—Part Illegal or Unenforceable

If any of part of these bylaws is found, by a court of competent jurisdiction, to be illegal or unenforceable, such finding shall not render illegal or unenforceable any other part of these bylaws.

Article XIII—Effective Date

These bylaws are effective upon approval by the Association. Amendments approved by the Association Membership on December 10, 2009, February 9, 2012 and December 8, 2016.