

**RULES
OF THE
LINCOLN PARK ADVISORY
COUNCIL**

**ARTICLES OF INCORPORATION
AS ADOPTED JULY 15, 1986**

&

**BYLAWS
AS AMENDED OCTOBER 12, 1994**

&

APRIL 12, 1995

**ARTICLES OF INCORPORATION
LINCOLN PARK ADVISORY COUNCIL
07/15/86**

We, the incorporators (Jennifer Narog, Harold Meyers, M.J. Gapp, Erma Tranter, Rodney Reeves) being natural persons of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a corporation under the General Not for Profit Corporation Act of the State of Illinois do here by adopt the following Articles of Incorporation

Article One:

The name of the corporation is Lincoln Park Advisory Council.

Article Two:

The name of the initial registered agent is Ellen Partridge.

Article Three:

The duration of the corporation is perpetual.

Article Four:

The first Board of Directors shall be four in number as follows:

Ellen Partridge, Chair
Ted Dawson, Vice-Chair
Hannah Sue Samuels, Secretary;
Mary Lynn Krohn, Treasurer.

Article Five:

The purposes for which the corporation is organized are:

The Lincoln Park Advisory Council, herein called the Council, is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

Article Six: Other Provisions

Section One - Inurement of Income

No part of the net earnings of the Council shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that the Council shall be authorized and empowered to pay reasonable compensation for services rendered.

Section Two - Legislative or Political Activities

No substantial part of the activities of the Council shall be the carrying on of propaganda otherwise attempting to influence legislation and the Council shall not participate in or intervene (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section Three - Operational Limitations

Notwithstanding any other provision of these articles, the Council 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section Four - Dissolution Clause

Upon the dissolution of the Council, the board of directors shall, after paying or making provisions for the payment of all the liabilities of the Council, dispose of all the assets of the Council exclusively for the purposes of the Council in such manner or to such organization(s) under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Cook County, exclusively for such purposes of to such organizations(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

LINCOLN PARK ADVISORY COUNCIL BYLAWS
as amended 10/12/94 & 4/12/95

ARTICLE ONE: GENERAL PROVISIONS

ARTICLE ONE, Section One – Purpose

The purpose of the Lincoln Park Advisor Council herein called the Council is:

- to provide a forum to discuss Lincoln Park concerns and issues,
- to strive for consensus about Lincoln Park concerns and issues,
- to advise, to make recommendations to, and to work with the Chicago Park District,
- to encourage maintenance and improvement of environmental conditions in Lincoln Park,
- to encourage participation of a diversity of organized and non-organized park users,
- to encourage long-range planning,
- to monitor the implementation of the Lincoln Park Framework Plan.

and

- to communicate regularly by means of publications and programs with members, users, and other interested parties about Lincoln Park concerns and issues.

ARTICLE ONE, Section Two – Amendment of Bylaws

The bylaws can be amended by a 2/3 vote* of the members entitled to vote who are present at a membership meeting where a quorum is present provided that the proposed language of any bylaw amendment is included in the meeting notice.

ARTICLE ONE, Section Three – Parliamentary Authority

All meetings shall be governed by Robert's Rules of Order, except insofar as such rules are inconsistent with these bylaws, with the articles of incorporation, or with applicable law.

ARTICLE TWO - MEMBERSHIP & MEMBERSHIP MEETINGS

ARTICLE TWO, Section One – General

There shall be no geographic limits to membership and no discrimination because of race, color, religion, sex, national origin, ancestry, age, marital status, physical or mental handicap, unfavorable discharge from military service, parental status, or sexual orientation.

There are individual and organizational memberships. An individual can be a member if he or she has paid annual dues. An organization can be a member if it has paid annual dues and has designated in writing on organization letterhead one representative and one alternate either of who is entitled to represent the organization. Such designations remain valid until changed by the organization.

Staff responsible for Lincoln Park, as designated by the Chicago Park District, shall be ex officio and nonvoting members.

ARTICLE TWO, Section Two – Annual Dues

The annual dues of membership shall be set by the board of directors and ratified by members entitled to vote. Annual dues are based on a fiscal year starting May 1 and ending April 30. Annual dues for renewing members are required to be paid before the start of or within the first three months of the fiscal year.

ARTICLE TWO, Section Three – Regular and Annual Meetings

All meetings of the Council shall be open to the public. Regular membership meetings shall normally be held on the second Wednesday of each month. The annual membership meeting shall be held in May.

ARTICLE TWO, Section Four – Meeting Notice

Notice of the agenda for all membership meetings shall be sent by first class mail to all members at least 10 days before the meeting. If the membership meeting is to be held other than on the regular date, the notice shall be sent by first class mail at least 10 days before either the regular date or the new date, whichever is earliest.

ARTICLE THREE: VOTING

ARTICLE THREE, Section One - General

For any vote at a membership meeting to be valid, a quorum of 10 members entitled to vote shall be present. With the exception of the amendment of bylaws, a vote* requires a majority of the members voting. There shall be no voting by proxy or by mail.

ARTICLE THREE, Section Two – Members Entitled to Vote

A member may vote at the third membership meeting attended in a 12-month period and thereafter as long as annual dues are paid with the exception that, to vote at the annual membership meeting, all members must pay their annual dues, on or before April 30th. In order to vote at the annual meeting, written designation of organizational representatives shall be received on or before April 30th. Any change in representatives must be received on or before April 30th in order for that representative to vote at the annual meeting.

Three attended membership meetings within a 12-month period are again required if annual dues are not paid before August 1 of the current fiscal year.

Upon satisfying voting requirements, each individual member has one vote and each organizational member has one vote. The vote of an organizational member shall be cast only by the designated representative or designated alternate. A member may vote as an individual or as an organizational representative but not both. The Secretary shall make available a sign-in sheet at each membership meeting whereon members shall specify whether they are representing themselves as individuals or as designated organizational representatives.

ARTICLE THREE, Section Three - Preliminary Poll

Before a vote is taken, the President or any member may call for a preliminary poll on any matter that comes before the Council except election of board members. Where a preliminary poll reveals substantial division, the matter in question should, if circumstances permit, be referred to the appropriate committee or task force for study and development of consensus.

ARTICLE THREE, Section Four - Methods and Procedure

There are three types of votes: (1) a regular vote, (2) a vote-for-the-record, and (3) a vote for the election of board members.

- (1) A regular vote* shall be used for routine administrative purposes and shall consist of a count taken by voice vote or by a show of hands of the members voting. The minutes shall report the results as announced by the chair.

- (2) A vote-for-the-record* shall be taken when the results of a vote on any issue are to be communicated to any governmental agency or official for the purpose of advising on policy or practice. A vote for-the-record shall include: (a) a count, taken either by rising or by show of hands, of votes cast in favor, in opposition, and in abstention by the members voting and (b) a roll-call vote of the organizational members voting indicating votes cast in favor, in opposition, and in abstention recorded by name. An accurate record shall appear in the minutes. When a vote-for-the-record is communicated to any governmental agency or official, it shall be recorded in the minutes and accompanied by a statement detailing the method(s) by which interested and affected parties were informed prior to the vote.
- (3) A vote* for the election of board members shall be by ballot or by acclamation.

*Abstentions are never included in calculating a voting result.

ARTICLE FOUR: BOARD OF DIRECTORS

ARTICLE FOUR, Section One – Composition of Board

The board of directors shall consist of no more than 17 members and no fewer than 12 members as follows: the President, the Vice-President, the Secretary, the Treasurer and up to 13 directors. Officers shall be a class of director. Officers shall serve not more than three consecutive terms in the same office.

ARTICLE FOUR, Section Two – The Role of the Board of Directors

The board of directors shall have general supervision of the affairs of the Council between membership meetings, shall carry out their responsibilities as required by law, may make recommendations to the Council, and shall have such powers as are required by law or authorized by members entitled to vote.

ARTICLE FOUR, Section Three – Duties of Board Members

The President shall preside at membership and board meetings.

The Vice-President shall preside in the President's absence and shall assist the President.

The Secretary shall take minutes of board and membership meetings, shall be responsible for keeping other records of the Council, and shall provide any notices of board and membership meetings required by the bylaws.

The Treasurer shall be responsible for the financial records of the Council and shall obtain the signature of one additional board member on all checks.

Directors shall serve at the request of the president as:

- (1) chairs of task forces and committees,
- (2) as liaisons to the Chicago Park District and other relevant governmental agencies.
- (3) as attendees of meetings of the Chicago Park District Board of Commissioners and its committees, and
- (4) as managers of special assignments.

ARTICLE FOUR, Section Four – Board Meetings and Quorum

The board of directors shall meet concurrently with membership meetings unless directed otherwise by the President. Seven members of the board shall constitute a quorum of the board.

ARTICLE FOUR, Section Five – Nomination and Election

Members of the board of directors, except the class four member, shall be elected once a year in May at the annual membership meeting by acclamation or by a majority vote of members voting. Each shall serve a term of office in one of the following four classes:

- (1) four directors shall be elected to a one-year term for each of the four offices: the President, the Vice-President, the Secretary, and the Treasurer;
- (2) six directors shall be elected to a one-year term in 1995 and to a two-year term in 1996 and every second year thereafter (1998, etc.);
- (3) six directors shall be elected to a two-year term in 1995 and to a two-year term every second year thereafter (1997 etc.);
- (4) the outgoing President, if not elected to serve in any of the above three classes, shall be invited to serve a one-year term as director.

A nominating task force shall be formed at the February membership meeting exclusively of members entitled to vote with board members in the minority and shall present nominations at the April membership meeting for officers, non-officer directors, and vacancies in existing directorships. All nominations for the board of directors shall be members entitled to vote as of the date of the upcoming annual meeting; the slate may include those nominees whose entitlement to vote commences on the date of that annual meeting. Nominations from the floor may be made at the April membership meeting.

Every attempt shall be made to solicit board members representing a cross-section of the users of Lincoln Park.

ARTICLE FOUR, Section Six – Attendance and Vacancies

Board members shall be members entitled to vote. Any member of the board who has been absent from three membership meetings of the board within a 12-month period or becomes ineligible to vote during a term of office without a reason satisfactory to the board may be deemed by the board to have vacated the office. The membership may fill vacancies in any unexpired term of office at a monthly membership meeting after the vacancy occurs provided that notice of such election with names of nominees is included in the meeting notice.

ARTICLE FIVE: COMMITTEES AND TASK FORCES

ARTICLE FIVE, Section One - General

Committees and task forces other than those named herein may be appointed whenever deemed necessary to carry on the work of the Council. Pursuant to The Illinois General Not-for-Profit Corporation Act, all committees of the Council shall have a majority of board members whereas membership on task forces with the exception of the nominating task force is open to members and nonmembers without limitation. The President shall be ex officio member of all committees and task forces except the nominating task force.

ARTICLE FIVE, Section Two – Chairs

Each Chair shall be appointed by the President with approval of the board. Chairs are charged with reaching out to individuals and organizations with an interest in the issue. Chairs shall be voting members of the Council. Chairs shall assure that all interested parties are given notice of meetings; shall assure that an accurate report of the proceedings is made at each membership meeting and, when given a deadline, shall assure that recommendations are brought back to the Council within the specified time. All committee and task force Chairs shall serve until their successors are appointed.

ARTICLE FIVE, Section Three – Standing Committees

Standing committees shall be as follows:

- The Finance Committee shall include the Treasurer, shall review the budget and financial condition of the Council, shall provide an annual financial status report, and shall form the nucleus of an ad hoc fund raising task force.
- The Membership/Program Committee shall include the Secretary, the Treasurer, the Membership/Program Chair(s), and a Newsletter Editor. It shall be responsible for membership development, membership records, programs at membership meetings, and Council publications except for meeting notices.

ARTICLE FIVE, Section Four – Standing Task Forces

Standing task forces shall be as follows:

- The Park Survey Task Force shall conduct periodic surveys of park conditions.
- The Park Planning Task Force shall monitor long-range park planning, programming, and budgeting; shall monitor and update the Lincoln Park Framework Plan; shall monitor the annual Chicago Park District budget; and shall provide a status report no less than once annually on each issue.
- The Coordinating Task Force shall communicate and coordinate with relevant authorities about the park. The nucleus of the task force shall be the President and the Vice-president, one of whom shall serve as Chair. Senior staff responsible for Lincoln Park and other Chicago Park District and city officials shall be invited to serve on this task force.
- The Traffic and Parking Task Force shall monitor and facilitate discussion regarding traffic and parking issues.
- The Recreation/Cultural Task Force shall monitor and facilitate discussion regarding recreational and cultural programming and facilities issues.
- The Permits Task Force shall monitor and facilitate discussion regarding the issuance of permits and the conditions related to permitted and non-permitted activities.
- The Concessions Task Force shall monitor and facilitate discussion regarding concessions issues.
- The Special Projects Task Force shall monitor and facilitate discussion regarding short-range proposals, plans and strategies for park improvement.

All of the standing task forces shall coordinate with both the Planning and Coordinating Task Forces.