

SOUTHEAST EVANSTON ASSOCIATION BYLAWS

Article I Name and Purpose

- Section 1. The name of this organization is the Southeast Evanston Association (SEA).
- Section 2. The purposes of this Association are to:
- A. Preserve the essentially residential character of Southeast Evanston through developing citizen participation in the processes of city zoning and planning.
 - B. Maintain and improve practices and regulations affecting Evanston land use.
 - C. Aid in the solution of community problems and encourage informed citizen participation in community affairs.
 - D. Foster research, education and study of various aspects of legislation directly affecting our community.
 - E. Provide a clearing house for information on community affairs.
 - F. Encourage community activities in the Southeast Evanston area.
- Section 3. This Association is non-political and non-partisan, and will neither support nor oppose candidates for elective public office.

Article II Membership

- Section 1. General membership shall be open to all residents eighteen years of age and over living in that portion of Evanston lying between Calvary Cemetery on the south, Lake Michigan on the east, the center line of Clark Street on the north and the center line of Chicago Avenue on the west. Associate membership shall be open to any other Evanston resident upon payment of dues.
- Section 2. Annual membership shall be established by the payment of annual dues. A membership may be either an individual membership, consisting of one person, or a family membership, consisting of two adult persons residing at the same address.
- Section 3. Each individual or family general membership shall have one vote. Associate members are not entitled to vote.
- Section 4. The amount of the dues shall be set by the Board, payable October 1st of each year, and all general members and associate members shall pay the same dues.
- Section 5. The membership year shall begin on October 1st of each year and run through September 30th of the following year.

**Article III
Officers and Directors**

- Section 1. The Board of Directors of this Association shall consist of twenty-one members of the Association. At each Annual Meeting seven directors shall be elected by the membership for a term of three years. A limit of two consecutive three-year terms shall be applicable to Board membership. A member shall only be eligible again after one year off the Board.
- Section 2. A vacancy on the Board of Directors during an unexpired term shall be filled by a replacement director appointed by the Board. At the next Annual Meeting a director shall be elected to fill the remainder of the unexpired term, if any.
- Section 3. The officers of this Association shall consist of a President, Vice President, Treasurer, and Secretary, who shall be elected by the Board of Directors from the members of that Board at the next Board meeting after the regular election of Board Members. They shall hold office for one year after their election or until their successors are elected and qualify. The President and Vice President shall serve, each in his or her office, no more than two one-year terms in succession, after which two years must elapse before either of them may be re-elected to the same office. The Board may fill vacancies that occur in any of the four offices between regular elections of officers.
- Section 4. At any given time, no adult persons residing at the same address may have more than one vote or hold more than one position on the Board. Two persons who comprise a family membership may be nominated and elected to serve jointly on the Board of Directors, sharing one vote on that Board. If one of those persons is first elected to the Board as an individual Director, the other person may, at a subsequent date with Board approval, become a joint Director, sharing that one vote on the Board. The term of office for this Board membership begins with the election to the Board of the first of the two persons.
- Section 5. Only one of two family members who are joint Directors and share one vote on the Board may, at any given time, serve as an officer of the Association.
- Section 6. Duties of Officers:
- A. The President shall be the chief executive officer of this Association and preside at all meetings of the members and of the Board of Directors. The President, with the approval of the Board of Directors, may appoint such special committees as may be desirable to carry out the purposes of the Association
 - B. The Vice President shall perform the duties of the President when the President is absent.
 - C. The Treasurer shall receive all monies, funds and securities of this Association, and shall disburse funds as shall be ordered and directed by the President or the Board of Directors. The Treasurer shall make a financial report at each Board meeting and at all meetings of the general membership. The Treasurer shall be responsible for keeping the official list of Association members and dues payments. The Treasurer shall be the custodian of SEA property.
 - D. The Secretary shall keep the records of the Association and the minutes of Board and general membership meetings. The Secretary shall be responsible for mailing all notices of Board meetings and any other special notices and reports. The Secretary shall also be the custodian of the permanent records of the Association, and shall be responsible for the maintenance of those records, including copies of all

incoming and outgoing correspondence, meeting minutes, committee reports, treasurer's reports and other documents of importance.

E. Any one or more of the above elected officers shall perform such further duties as the Board of Directors may order and direct.

Section 7. Any voting member of the Association is qualified to serve as a member of the Board of Directors, except during such time as he or she is holder of elective public office.

Article IV Standing Committees

Section 1. Membership on a committee shall be open to voting members of the Association. The President shall submit the names of proposed committee chairmen to the Board of Directors for approval within two months after regular Board of Directors elections. The chairman of each committee or his or her representative shall report to the Board at each regular Board meeting. Committee chairmen may be dismissed or replaced by the Board at any time.

Section 2. A Nominating Committee composed of five members, two of whom are not members of the Board, shall be recommended annually by the President to the Board. The Board may amend these recommendations before voting acceptance. The Committee shall be constituted within three months after the regular Board of Directors elections. In addition to developing the slate of nominees for the annual election of directors as described in Article V, the Committee shall function as needed throughout the year to assist the Board in filling unexpired term vacancies that occur on the Board during the year. During the month between the Annual Meeting, at which the Directors are elected, and the October Board meeting, at which the officers are elected by the Board, the Committee shall prepare a slate of candidates for election as officers, as described in Article V, Section 2, Paragraph I.

Section 3. The Membership Committee shall maintain the Association's master mailing list, implement the annual renewal of memberships, and institute programs to solicit new members. The Committee shall also maintain the SEA Network email address list and institute programs to continually grow that list.

Section 4. The Zoning Committee shall study current and planned zoning ordinances and amendments and administrative actions relating to zoning in the City of Evanston for the purpose of making recommendations to the City and its agencies and subdivisions and to the SEA Board of Directors with respect thereto, including recommended changes, and reporting to the Board and providing interpretations to the Board. The Committee should be prepared to offer information to residents of the SEA territory about zoning matters that affect them in particular or Southeast Evanston in general. The Committee may only undertake actions that are in line with the zoning policies adopted by the Board. Position papers issued by the Committee must be approved by the Board.

Section 5. The Lakefront Committee shall make recommendations to the Board regarding the protection or enhancement of the lakefront. The Committee may only undertake actions that are in line with the lakefront policies adopted by the Board. Position papers issued by the Committee must be approved by the Board.

Section 6. Only the Nominating Committee and the Membership Committee shall be required committees. Additional standing committees may be formed by the Board with powers and duties designated by the Board.

Article V
Nominations and Elections

Section 1. The Nominating Committee is in charge of selecting nominees for election as Directors and Officers, and recommending those nominees to the Board for its approval. The Nominating Committee is also responsible for maintaining the official record of Board members' terms of office, including the date on which the term of each currently serving Director expires, the date on which each currently serving Director must leave the Board due to the two consecutive three-year terms limitation, and the term length of any current vacancies on the Board resulting from resignations or other causes. Following the annual election of Directors each year, the Nominating Committee shall provide a copy of the current official record of Board members' terms of office to the Secretary, for inclusion in the official records of the Association.

Section 2. The schedule and procedures for nominations and elections shall be as follows:

- A. During the month of March each year, the Nominating Committee shall initiate a mailing to all SEA general members, inviting them to suggest nominees for the next election of Directors. A standard SEA Nomination Form shall be provided in this mailing, for use in submitting nominations. An SEA member may nominate himself or herself if desired. The mailing shall state that a May 1st deadline applies for submissions.
- B. Beginning in the month of March each year, the Nominating Committee shall develop a list of potential Director nominees, considering both current SEA paid members and residents of the SEA area who are not current SEA members.
- C. During the months of May and June each year, the Nominating Committee shall interview and consider Director nominees suggested by the general SEA membership and those on the list of potential nominees developed by the Committee. During that time period, the Committee shall also contact currently serving Directors who are eligible for re-election to determine if they are willing to be re-elected.
- D. In the actions described in Paragraphs B and C above, the Nominating Committee shall make every possible effort to identify and select a sufficient number of Director nominees to fill all anticipated open Board positions.
- E. At the June Board of Directors meeting each year, the Nominating Committee shall present a preliminary slate of Director nominees to the Board for discussion. The Board may, at this meeting, suggest additional persons to be contacted and considered by the Committee.
- F. At the July Board of Directors meeting each year the Nominating Committee shall present its final slate of Director nominees to the Board for approval. The slate may contain more nominees than there are openings. The slate shall also include any currently serving Directors who are candidates for re-election. The Board may add or delete nominees from the slate presented by the Nominating Committee. The Board-approved slate must be finalized at this meeting.
- G. At least fourteen days and not more than twenty-one days prior to the Association Annual Meeting at which the election of Directors will be held, all SEA general members shall receive a mailing, initiated jointly by the President, the Nominating Committee and the Membership Committee, notifying them of the Annual Meeting. This mailing will include the slate of Director nominees and a brief biographical sketch of each nominee.

- H. The election of Directors shall take place at the Association Annual Meeting, which will be held in the month of September each year. Voting shall be on a candidate-by-candidate basis. If there are more candidates than Board openings to be filled, voting shall be by written ballot with those candidates receiving the largest number of votes being elected. The President shall cast the deciding vote in the event of a tie.
- I. In the time period between the September SEA Annual Meeting at which the Directors are elected and the October Board of Directors meeting at which the officers are elected, the Nominating Committee shall contact all individual members of the newly constituted Board of Directors and shall prepare a slate of candidates for election as officers. This slate may contain one or more candidates for each of the elective offices. The Board may amend the slate recommended by the Nominating Committee before voting on the candidates.

Section 3. The term of office for officers shall begin at the October Board Meeting each year and continue until the October Board Meeting the following year. At the October Board meeting the first order of business shall be the election of the new President. Upon election, the new President shall take over the office and conduct the remainder of the meeting, including the election of the other officers.

Section 4. Any voting member of SEA may, at any time, initiate a nomination for Director of a voting member of SEA or a resident of the SEA area who is not currently a member. This may be done at an SEA general membership meeting, at an SEA Board of Directors meeting, by mail to SEA or by telephone to either the President of SEA or the chair of the Nominating Committee. All such nominations shall be referred to the Nominating Committee for review and consideration, and any resulting nominees shall be available for either the next general election or the next vacancy that occurs on the Board of Directors. A nomination made from the floor at the SEA Annual Meeting shall not be eligible for election at that meeting.

Section 5. Directors must be members of SEA. Non-members who are residents of the SEA area may be nominated and elected to the Board of Directors, but must become paid members immediately upon election.

Article VI Meetings of Members

Section 1. The Annual Meeting of this Association shall be held during the month of September each year, and shall be the meeting at which the general membership elects the Directors for the following year. Other Association business, such as the ratification of bylaws changes, shall also be conducted at this meeting.

Section 2. Additional meetings of the general membership may be called by the Board if special community issues or Association matters arise. Meetings of the general membership may be called by the President or by majority vote of a quorum of the Board.

Section 3. Notice of meetings of the general membership shall be mailed to all general members at least fourteen and not more than twenty-one days prior to each such meeting. If applicable, the notice shall indicate that the election of Directors will be conducted at the meeting and shall include the Board-recommended slate of Director nominees with a brief biographical sketch of each nominee. This portion of the notice shall be provided by the Nominating Committee.

Section 4. Non-voting associate members shall receive invitations to attend, as observers, all meetings of the general membership.

Section 5. At all meetings of the membership, a quorum shall consist of those general members present and voting.

**Article VII
Organization and Meetings of the Board of Directors**

Section 1. Following the annual election of new Board members of this Association, the Board of Directors shall meet as provided in Article V, Section 3.

Section 2. Meetings:

- A. The Board shall meet monthly at least ten times per year, at the call of the President or the Vice President if the President is not available.
- B. The President or any five members of the Board may call a special meeting of the Board upon no less than five days written notice.
- C. The Board may at any time, by direction of the President or by a majority vote of a quorum of the Board, convene or adjourn and reconvene in executive session. All persons who are not Board members are excluded from executive sessions of the Board.
- D. One person less than half of the membership of the current Board shall constitute a quorum for the transaction of business at any meeting of the Board.
- E. All regular and special Board meetings shall be held on no less than five days written notice to all Board members.

Section 3. A Board member who fails to attend at least five of the regular meetings of the Board during the twelve-month period starting in October of each year and continuing through September of the following year shall be subject to automatic resignation. The Board may, however, by a majority vote of a quorum of the Board, allow the subject Board member to remain.

Section 4. General voting members and associate non-voting members may visit Board meetings as observers as they wish. Non-members may visit Board meetings upon invitation of the SEA President. Association members who wish to address the Board or bring matters to the Board's attention must contact the SEA President in advance of the meeting to request that item be added to the Board meeting agenda.

**Article VIII
Bylaws**

Section 1. These bylaws may be amended at any meeting of the general membership of this Association provided that such amendment(s) has (have) been proposed (a) by two-thirds majority quorum vote of a quorum of the Board or (b) by written petition of at least 25 dues paid members delivered to the Secretary at least 21 days prior to the general meeting. Proposed amendments shall be mailed to the general membership at least fourteen and not more than twenty-one days prior to the general membership meeting. An amendment shall be adopted and become effective by a two-thirds vote of the members present at such meeting.

Article IX
Parliamentary Authority

Section 1. Except as otherwise provided in these bylaws, Roberts Rules of Order (revised) shall govern parliamentary conduct of the meetings of this Association and the Board of Directors.

Adopted April 23, 1964

Amended November 1966, June 1975, May 1989, September 2000, September 2003, September 2007, October 2008