



NORTHALSTED AREA

MERCHANTS

**ASSOCIATION
d/b/a NORTHALSTED BUSINESS ALLIANCE**

BYLAWS
(As amended December 10, 2013)

**ARTICLE I
Name, Location and Office**

SECTION 1. Name: the name of the organization shall be the Northalsted Area Merchants Association (NAMA). It is organized as a not-for-profit corporation in the State of Illinois.

SECTION 2. Location: The location shall be North Halsted from Barry north to Grace, from Grace north to West Irving Park Road on Broadway, and its environs (defined as to the alley on intersecting streets).

SECTION 3. Office: The Association shall maintain a registered office in the State of Illinois and a registered agent at such office.

**ARTICLE II
PURPOSE**

Purpose: the purpose shall be to promote and protect the economic interest of the commercial areas represented by the membership, with special focus on the Northalsted strip and its environs; to encourage and guide economic development of both the commercial areas and the surrounding community. An equal purpose shall be to maintain the ethnic mix of merchants that serve the diverse needs of the community.

**ARTICLE III
Membership**

SECTION 1. Members: NAMA shall have three (3) classes of members. The designation of such classes shall be as follows:

- a. **Business:** As defined by the entity's trade name, any business which has commenced business operations open to the public that is located on North Halsted from Barry north to Grace and from Grace north to West Irving Park Road on Broadway and its environs (defined as to the alley on intersecting streets) and is engaged in retail and/or wholesale merchandising, manufacturing or providing of services, including but not limited to restaurants, bars and not-for-profit agencies.

- b. Institution: As defined by the entity's trade name, any bank, hospital or other such entity employing more than fifty (50) people which has commenced business operations open to the public.
- c. Associate: As defined by the entity's trade name, a supplier to NAMA or a supplier to business in the service area defined as North Halsted from Barry north to Grace and from Grace north to West Irving Park Road on Broadway and its environs (defined as to the alley on intersecting streets).

SECTION 2. Approval: Upon submitting an application, applicants meeting the above-referenced membership requirements shall be admitted to membership following a vote of the Board of Directors unless they are denied membership by a two-thirds (2/3) vote of the entire Board of Directors.

SECTION 3. Voting Rights: Each member, regardless of membership type, shall be entitled to one (1) vote on each matter submitted to a vote of the members having voting rights, provided that their primary business address is located on North Halsted from Barry north to Grace and from Grace north to West Irving Park Road on Broadway and its environs (defined as to the alley on intersecting streets).

SECTION 4. Termination of Membership: Membership in the Association may terminate by voluntary resignation or as otherwise provided in these Bylaws. All rights, privileges and interest of a member in or to the Association shall cease upon termination of membership.

SECTION 5. Voluntary Resignation: Any member wishing to resign must file a written resignation with the Executive Director. Such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

SECTION 6. Censure, Suspension and Expulsion: The Board of Directors may, by affirmative vote of two-thirds (2/3) of all the directors, censure, suspend or expel a member for cause after an appropriate hearing, conducted in accordance with procedures adopted by the Board of Directors. The Board may, by a majority vote of the directors present at a meeting at which a quorum is present, terminate the membership of any member who becomes ineligible for membership.

SECTION 7. Reinstatement: Upon written request signed by a former member and filed with the Executive Director/Chair, the Board of Directors may, by affirmative vote of two-thirds (2/3) of the directors present at a meeting at which a quorum is present, reinstate a former member to membership upon such terms as the Board of Directors may deem appropriate

ARTICLE IV DUES, FEES AND ASSESSMENTS

SECTION 1. Dues: The annual dues for each class of member of the Association shall be in the amount and for an annual period designated by Board of Directors.

SECTION 2. Fees: Fees for Association services shall be as determined by the Board of Directors from time to time.

SECTION 3. Special Assessments: Special assessments may be levied by affirmative vote of two-thirds (2/3) of all the directors.

SECTION 4. Termination for Failure to Pay Dues: Members who fail to pay their dues or assessments within sixty (60) days from the time they become due shall be notified by the Association, and, if payment is not made within the next succeeding thirty (30) days, shall be deemed to have resigned

from membership and, without further notice and without a hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership. The Board of Directors may, however, prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member and for good cause shown.

**ARTICLE V
MEETINGS OF MEMBERS**

SECTION 1. Annual Meeting: An annual meeting of the members shall be held at such time and place as may be fixed by resolution of the Board of Directors.

SECTION 2. Special Meetings: Special meetings of the members may be called by the President or the Board of Directors, and shall be called by the President upon the written request of not less than five per cent (5%) of the members having voting rights. The person[s] calling a special meeting of the members shall fix the time and place of any such meeting

SECTION 3. Notice of Meeting: Written notice stating the place, date, and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting at least five (5) days before the date of such meeting, unless otherwise provided by statute, the Articles of Incorporation, or these Bylaws. In case of a special meeting or when required by statute or by these Bylaws, the purpose(s) for which the meeting is called shall be stated in the notice.

SECTION 4. Record Date: The record date for any meeting of the members shall be the date on which notice is delivered.

SECTION 5. Quorum: The members present at a meeting holding five per cent (5%) of the votes which may be cast at any meeting shall constitute a quorum. If a quorum is not present, a majority of the members present may adjourn the meeting to another time without further notice.

SECTION 6. Manner of Action: The act of a majority of the members having voting rights present at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by statute, the Articles of Incorporation, or these Bylaws.

SECTION 7. Attendance Alternatives: Members may participate in any meeting through the use of a conference telephone or interactive technology by means of which all persons participating in the meeting can communicate with one another or through any technology or equipment allowable under law, but only to the extent allowed by the Board of Directors. Such participation in the meeting shall constitute presence in person at the meeting.

SECTION 8. Proxies: Voting by proxy shall not be allowed either at a membership or board meetings of any type.

**ARTICLE VI
BOARD OF DIRECTORS**

SECTION 1. General Powers: The affairs of the Association shall be managed by its Board of Directors.

SECTION 2. Number and Tenure: The number of directors shall be eleven (11) and beginning in 2008, six (6) directors shall be elected to two (2) year terms at the annual meeting of the members and five (5) directors shall be elected to two (2) year terms at the annual meeting of the members in 2009.

SECTION 3. Election: The directors shall be elected by the members at the annual meeting of the members or as soon thereafter as conveniently possible. The votes cast at the annual meeting shall be counted, and the persons receiving the most votes shall be declared elected. Such elections may be conducted by mail or electronically to the extent allowable by law as provided by the Board of Directors.

SECTION 3(A). Eligibility: To be eligible to have their name added to the ballot for the Board of Directors in a given election, a member of the organization must have attended at least two (2) board meetings in the previous 12-month period, and have served on a committee within the previous 24 months. At the discretion of a majority vote of the Board of Directors, this requirement may be waived.

SECTION 4. Tenure: Each director shall hold office until his successor is duly elected and qualified or until his death, resignation or removal.

SECTION 5. Annual Meeting: An annual meeting of the Board of Directors shall be held without notice other than these Bylaws within forty (40) days after the annual meeting of members.

SECTION 6. Other Regular Meetings: The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without notice other than such resolution.

SECTION 7. Special Meetings: Special meetings of the Board of Directors may be called by the President or any three (3) directors, and the person[s] calling a special meeting of the Board shall fix the time and place of any such meeting.

SECTION 8. Notice: The notice or waiver of notice of any meeting of the Board need not specify the business to be transacted at, nor the purpose of, such meeting unless specifically required by law or these Bylaws. Notice of any special meeting of the Board of Directors shall be given at least three (3) days in advance by written notice to each director.

SECTION 9. Quorum: At all meetings of the Board of Directors a majority of the total number of directors then in office shall constitute a quorum for the transaction of business. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

SECTION 10. Manner of Action: The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statutes, the Articles of Incorporation or these Bylaws.

SECTION 11. Action without Meeting: The Board of Directors may take any action which it could take at a meeting of directors without a meeting if a consent in writing, setting forth the action so taken, is signed by all the directors entitled to vote on the subject thereof.

SECTION 12. Alternatives: Directors may participate in any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other or through any technology or equipment allowable under law; provided such technology or equipment can be made available to directors at reasonable cost and effort in the sole judgment of the Board of Directors. Such participation in a meeting shall constitute presence in person at the meeting.

SECTION 13. Vacancies: if a Director is absent and unexcused from three (3) regularly called Board meetings, said Director's seat shall automatically be declared vacant. In the event of any vacancy on the Board, whether such vacancy be the result of resignation, removal by absenteeism or malfeasance or any other reason, the Board is empowered to fill said vacancy by appointment for the unexpired term of any Director at the next meeting after the one during which said vacancy has been announced.

SECTION 14. Compensation: Directors shall not receive any compensation for their services as directors, but by resolution of the Board of Directors, directors may be reimbursed for expenses incurred

in attending any regular or special meeting of the Board. A director may serve the Association in any other capacity for reasonable compensation.

SECTION 15. Removal: A director may be removed with or without cause, by the affirmative vote of two-thirds of the members entitled to vote on removal of directors, at a meeting at which a quorum is present, provided written notice of the meeting is delivered to all such members stating that the purpose of the meeting is to vote on removal of the named director(s).

ARTICLE VII OFFICERS

SECTION 1. Officers: The elective officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer. The Board of Directors may also elect or appoint such other officers as it deems appropriate. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

SECTION 2. Term of Office: Each elective officer of the Association shall be elected at the first meeting of the Board of Directors following the annual elections from among the directors and shall hold office for a term of one (1) year or until his/her successor is elected and qualified or until his/her death, resignation or removal. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Election of an office shall not of itself create contract rights.

SECTION 3. President: The President shall be the principal elective officer of the Association. Subject to the direction and control of the Board of Directors, the President shall preside at meetings of the Association, and of the Board of Directors. He/she shall also, at the annual meeting of the Association and at such other times as he/she shall deem proper, communicate to the Board of Directors or the Association such matters and make such suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the Association, and shall perform such other duties as prescribed by the Board of Directors from time to time.

SECTION 4. Vice President: The Vice President shall perform such duties and have such powers as prescribed by the President or the Board of Directors from time to time. Further, in the absence of the President or in the event of his or her 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.

SECTION 5. Secretary: The Secretary shall certify the Bylaws, the resolutions of the members, the Board of Directors and committees, and other documents of the Association as true and correct copies thereof, and shall have such other duties as prescribed by the President or the Board of Directors from time to time.

SECTION 6. Treasurer: The Treasurer shall remain fully advised as to the financial condition of the Association and shall regularly report to the Board of Directors on the financial conditions of the Association and the adequacy of the accounting records of the Association. The Treasurer shall have such other duties as prescribed by the President or the Board of Directors from time to time.

SECTION 7. Removal: Any officer elected by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Association would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 8. Executive Director: The Board of Directors shall employ or retain a person to serve as the operating officer of the Association, who shall be responsible for the administration and management of the Association. He/she shall have the title of Executive Director or such other title as the Board shall from time to time designate, and he/she may perform the duties of the Secretary of the Association. Subject to the approval of the Board of Directors, he or she shall employ and may terminate the employment of members of the staff as necessary to carry on the work of the Association. He or she shall give a status report of activities conducted during the period preceding each Board of Directors meeting. He/she shall manage and direct all functions and activities of the Association and perform such other duties as the Board of Directors may prescribe from time to time.

ARTICLE VIII COMMITTEES

SECTION 1. Creation of Committees: The Board of Directors may, by resolution adopted by a majority of the directors in office, designate such standing or special committees as it deems appropriate and as allowed by law. Each committee shall consist of such persons as the President shall appoint.

SECTION 2. Quorum: Unless the presence of a greater number is required in the resolution designating a committee, a majority of the whole committee shall constitute a quorum.

SECTION 3. Manner of Acting: Unless the act of a greater number is required in the resolution designating a committee, 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 4. Meetings: Unless otherwise provided in the resolution designating a committee, such committee may, by majority vote, select its chairman, fix the time and place of its meetings, specify what notice of meetings, if any, shall be given, and fix its rules of procedure consistent with these Bylaws or with rules adopted by the Board of Directors.

SECTION 5. Term of Office: Each member of a committee shall continue as such until his or her successor is appointed, unless the committee is terminated sooner, or unless such member is removed from the committee, resigns, dies, or ceases to qualify as a member thereof.

SECTION 6. Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 7. Action without Meeting: Any action which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the committee entitled to vote with respect to the subject matter thereof.

SECTION 8. Attendance Alternatives: Members of a committee may participate in any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other or through any technology or equipment allowable under law; provided such technology or equipment can be made available to committee members at reasonable cost and effort in the sole judgment of the committee. Such participation in a committee meeting shall constitute presence in person at the meeting.

ARTICLE IX GENERAL PROVISIONS

SECTION 1. Contracts: The Board of Directors may authorize any officer or officers or agent or agents of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

SECTION 2. Checks, Drafts, Etc.: All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers or agent or agents of the Association and in such manner as shall, from time to time, be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary and countersigned by the President of the Association.

SECTION 3. Fiscal Year: The fiscal year of the Association shall be as determined by the Board of Directors.

SECTION 4. Delivery of Notice: Any notice required to be given by statute, the Articles of Incorporation or these Bylaws, shall be deemed to be delivered according to the following rules: upon personal delivery ; if by mail, when deposited in the United States mail in a sealed envelope, properly addressed, with postage prepaid; if by facsimile, when the facsimile is sent via the facsimile number shown for the member/director on the records of the Association; if by telegram, when the telegram is deposited with the telegraph company; if electronically, when transmitted to such address shown for the member/director on the records of the Association; and if by overnight mail, when deposited with the shipping company in a sealed envelope, properly addressed, with shipping charges prepaid or billed to sender's account.

SECTION 5. Waiver of Notice: A written waiver of any notice required to be given by statute, the Articles of Incorporation or these Bylaws, 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. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the holding of the meeting because proper notice was not given.

SECTION 6. Use of Funds and Dissolution: The Association shall use its funds only to accomplish the objectives and purposes specified in its Articles of Incorporation, and no part of its funds shall inure or be distributed to the members of the Association. Upon dissolution of the Association, any funds remaining shall be distributed in the manner specified in the Articles of Incorporation of the Association.

SECTION 7. Bonding: The Board of Directors may require any officer, director, employee, or agent of the Association, to furnish at the expense of the Association, a fidelity bond, in such a sum as the Board shall prescribe.

SECTION 8. Procedure: All meetings of the Association shall be governed by parliamentary law as set forth in the most recent edition of Robert's Rules of Order when not inconsistent with law or these Bylaws.

SECTION 9. Writing: Actions required to be "written" or "in writing" or to have "written consent" or "written approval" or the like by or of members, directors, or committee members shall include any communication transmitted or received by electronic means or by any other technology permitted by law. A requirement for a signature shall be satisfied by any means recognized by law, *e.g.*, electronic signature.

ARTICLE X LIABILITY, INDEMNIFICATION AND INSURANCE

SECTION 1. Limitation of Liability: No director or officer of the Association shall be liable for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such director or officer except to the extent dictated by law.

SECTION 2. Indemnification: The Association shall indemnify any person or entity to the extent required by law, and may otherwise indemnify any person or entity to the extent permitted by law.

SECTION 3. Advance Payments: Expenses incurred in defending an action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, to the extent permitted by law.

SECTION 4. Nonexclusivity: The indemnification permitted by this Article X shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law.

SECTION 5. Insurance: The Association may purchase and maintain insurance on behalf of any person to the extent permitted by law, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article X.

SECTION 6. Reports: If the Association has paid indemnity or has advanced expenses under this Article X to a director, officer, employee or agent, the Association shall report the indemnification or advance in writing to the members entitled to vote with or before the notice of the next meeting of such members.

ARTICLE XI AMENDMENTS

Amendments to Bylaws: The power to alter, amend, or repeal the Bylaws or adopt new bylaws shall be vested in the members. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The Bylaws may contain any provisions for the regulation and management of the affairs of the Association not inconsistent with law or the Articles of Incorporation.