

## WINNEMAC PARK ADVISORY COUNCIL BY-LAWS

5100 N. Leavitt St, Chicago, IL 60625

<https://winnemacpac.org/>



ARTICLE I – NAME. The name of this organization shall be the Winnemac Park Advisory Council (hereinafter referred to as the “Council”).

ARTICLE II – PURPOSE. The purpose of the Council is to plan effective ways for the patrons to better utilize their leisure time at Winnemac Park and provide advice and assistance to the Chicago Park District and/or other agencies on matters relating to the concerns and needs of the Winnemac Park Community.

A. PATRONS. The Council is organized to increase community patron cooperation and awareness by involving all segments of the patron population including but not limited to block clubs, non-profit organizations, and schools in the planning and implementation of all Council projects or those co-sponsored by the Council. In addition, the Council will provide the community with a vehicle by which information can be shared with the patron population. Finally, the Council will facilitate education of the patron population about the resources available and proper use of Winnemac Park in accordance with local statute and Chicago Park District direction.

B. COMMUNITY. The Winnemac Park Community. (Hereinafter called the “Community”) consisting of all users of Winnemac Park, inclusive of the following amenities: Jorndt Field bathroom facilities & meeting room, Amundsen weight room, multiuse - pitch, Amundsen pool, baseball fields, nature preserves, tennis courts, the “Play lot”, Winnemac Park Teaching Garden, grass areas, Chappell gymnasium and Chappell office and future amenities.

C. PARK SUPERVISOR AND STAFF. The Council will assist the park supervisor and staff by developing communication and cooperation between patrons, neighborhood residents, businesses, community groups, police, Alderperson’s office, local institutions and city services by acting as a vehicle for direct feedback regarding Winnemac Park programs and operations. Finally, the Council will help the park supervisor and staff build a pool of volunteers to aid in the generation of funds for WPAC operations and support of current and future programs.

D. ALTERNATE FUNDING SOURCES. The Council will help in the development of new programs and the maintenance of existing park facilities, equipment and property by sponsoring or co-sponsoring events and locating alternate funding sources. Through the fiscal agent, 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 III – MEMBERSHIP IN THE COUNCIL. Subject to the succeeding provisions of this Article III, any individual who is a resident of the City of Chicago, owns a business within the City of Chicago, or is otherwise approved by a majority vote of the Members, and has attained the age of eighteen (18) years shall be qualified to be a member of the Council. The Council will not discriminate because of race, color, religion, sex, national origin, ancestry, age, marital status, physical or mental disability, unfavorable discharge from military service, parental status or sexual orientation.

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A. MEMBERS IN GOOD STANDING. Notwithstanding any contrary provision of these By-laws, to be a member in good standing of the Council (sometimes hereinafter referred to as a “voting member”), a person must attend the two (2) Council meetings immediately preceding the meeting at which the vote is to take place, or fifty percent (50%) of the Council meetings in the twelve (12) month period immediately preceding the meeting at which the voting is taking place. If a member is no longer in good standing but expresses a good faith effort to regain their good standing, they may do so by recommendation from the Executive Board followed by a motion and a two-thirds (2/3) majority vote of eligible Council members present at a meeting.

B. REMOVAL OF MEMBERS. By recommendation from the Executive Board followed by a motion and a two-thirds (2/3) majority vote of eligible Council members present at a meeting shall remove any member without prejudice, whenever in its judgment, a member is consistently working destructively against the positive process and progress of the Council.

### C. MEMBERSHIP REQUIREMENTS.

1. In order to qualify as an Officer, a member must first submit a Chicago Park District Volunteer Application to the Chicago Park District. Any member may be asked by the Park District to be fingerprinted and/or to submit to a criminal background check since both serving on the Council and volunteering potentially involves contact with children and dealing with Council finances.
2. All persons wanting to become an officer must complete an Advisory Council Membership Application which is available from the Park Supervisor or online through the Chicago Park District.
3. All persons already an officer, must annually complete an Advisory Council Membership Application which is available from the Park Supervisor or online through the Chicago Park District at the March general meeting.
4. Membership dues are not required of council members, though a yearly donation and/or participation in committee membership and fund raising is strongly encouraged.

### ARTICLE IV – EXECUTIVE BOARD: OFFICERS.

A. BANK ACCOUNTS. The President and Treasurer must be signatories to any bank accounts of the Council. Only those elected as Officers can be additional signatories to any account.

### B. ELECTIONS AND TERMS.

1. The Executive Board shall consist of a President, Vice President, Secretary and Treasurer (sometimes referred to in these By-laws, singularly, as an “Officer” and, collectively, as the “Officers”) who shall be in good standing and elected by the members of the Council.
2. Each office may be shared by two (2) people by recommendation from the Executive Board followed by a motion and a two-thirds (2/3) majority vote. In the event an office is held by two (2) people their titles shall be designated “Co- officer role.”
3. The Executive Board of the Council shall serve a Two (2)-year term (May (Year-1) through May(Year-2) or until their successors are elected.

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4. Elections shall be held at the May meeting. Terms shall take effect immediately.
5. In the event that an office is vacated before the end of a scheduled term, a special election will be held at the next immediate regular meeting, and as may be necessary at each subsequent regular meeting until the office is filled, to complete the normally scheduled term.
6. Any member of the Executive Board absent from three (3) scheduled consecutive meetings or fifty percent (50%) of the Council meetings in a twelve (12)-month period shall cease to be a member of the Executive Board. The remaining members of the Executive Board shall, by simple majority consensus, appoint a successor to finish the term.
7. Subject to there being a vacancy in any office that cannot be filled as provided in the foregoing subparagraph 4, Officers cannot hold more than one office at a time and can only serve as an officer on one of Chicago Park District's Park Advisory Councils at a time, provided, however, that in no event shall the President hold more than one office at a time.
8. Written notice of all elections shall be posted in the Winnemac Park advisory council binder.
9. Officers shall be elected by majority of the votes cast. Ballots shall be counted and results shall be announced at the next during the May meeting. Any ties are to be resolved as follows: Any ties or pluralities are to be resolved by immediate runoff after dropping the candidate with the least votes. If there is an additional tie with two candidates remaining, the new officer will be decided by five (5) (US quarter) coin flips and the person winning three out of five (3/5) of the coin flips will become the officer. The first person to call coin flip will be determined by the person's last name in alphabetical order. Each person will alternate calling each coin flip until a winner is determined.

### C. OFFICERS' ROLES.

1. The President is the principal executive officer of the Council. The President shall preside at all Council meetings and decide all matters of order and procedure, subject to these By-laws and Procedures. He/She/They shall be responsible for establishing meeting and event dates of the Council along with an agenda. In his/her absence, the Vice President shall preside over all matters or any Council officer designated by the President. The President shall appoint any committees found necessary to consider any matters properly before the Council or to perform any of its duties with the approval of the Council. In addition, the President may sign with any other officer of the Council any instrument which the Council has authorized to be executed.
2. The Vice President shall serve as Acting President in the absence of the President or when requested to do so by the President, and at such time the Vice President shall have the same powers and duties as the President. Finally, the Vice President shall perform any and all other duties as delegated by the President.
3. The Secretary shall provide a copy of the Council By-laws to all new Council members. He/She/They shall be responsible for typing, copying and mailing any and all letters, documents, electronic announcements, and other written and emailed information deemed pertinent in order to perform the business of the Council. The Secretary will be responsible for determining if a member is in good standing and eligible to vote. He/She/They shall also keep an accurate roster of names of Council members in attendance at each meeting, the minutes of the meetings, and be a custodian of all Council records. Next, he/she will be responsible for originals

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or copies of pertinent documents for placement in the Council data archive and a physical public binder held by a designated council member. He/She/They shall be accountable for maintaining the Council's website and digital social media presence. Finally, the Secretary shall perform any and all other duties as delegated by the President.

4. The Treasurer shall have charge, custody of and responsibility for all funds and securities of the Council. In addition, the Treasurer shall receive receipts and give monies due and payable to the Council from any source whatsoever and deposit all funds in the name of the Council in such banks or other depositories deemed appropriate by the Council. Next, the Treasurer shall give financial statements at each meeting and an itemized report twice a year at the June and November meetings. Finally, the Treasurer shall perform any and all other duties as delegated by the President.
5. The FOIA, Freedom of Information Act, officer shall have charge, custody and responsibility of initiating FOIA requests on behalf of the PAC for the purpose of gaining transparency within agencies for the purpose of making sound decisions. If the PAC receives FOIA requests, it is the role of the FOIA officer to assist in reducing delays on responding to the request, increasing transparency and understanding the status of requests, while assisting in the resolution of disputes.
6. The Officers of the Council shall not be salaried.

### ARTICLE V – VOTING.

- A. GOOD STANDING. All members of the Council who are in good standing shall be allowed one (1) vote on each matter submitted to a vote by the Council.
  1. To be a member in good standing of the Council, a person must attend the two consecutive Council meetings immediately preceding the meeting at which the voting is to take place, or fifty percent (50%) of the Council meetings in the twelve-month period immediately preceding the meeting at which the voting is taking place.
  2. A member in good standing shall be entitled to one vote on each matter submitted to a vote of the Council.
  3. An affirmative vote by a simple majority of all Council members in good standing at a Council meeting shall be required to pass any matter which is up for a vote (excepting provision XIII.B. below for change of by-laws).
  4. Winnemac Park Chicago Park District staff may not vote on Council matters while citywide Park District employees may not vote or serve on a PAC.
- B. QUORUM. The President shall make a quorum call to decide if a quorum is present. The Council shall not conduct any official business unless a quorum is present. A "quorum" is defined under these bylaws as seven (7) voting members including at least two members of the Executive Board OR one-half of the current active voting members of the PAC including at least two members of the Executive Board, whichever is LEAST.
- C. VOTING PROCEDURE. Unless otherwise specified in these By-laws and Procedures, the affirmative vote of a majority of those voting members present and voting shall be necessary to pass a motion, providing a quorum is present. Officers shall be entitled to vote on any matter coming before the Council. Chicago Park district staff members who work at Winnemac Park may not vote on Council

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matters. In the event a member has a direct or indirect financial interest in any matter with respect to which that member would otherwise be entitled to vote, then that member shall be deemed to have a



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“conflict of interest” with respect to that matter, and that member shall be prohibited from voting with respect to that matter.

D. EMAIL VOTING. Except as herein specifically provided to the contrary, the Executive Board may submit by e-mail to all of the voting members matters to be voted upon by e-mail. Each such e-mail shall clearly set forth the matter to be voted upon and shall be sent to all of the members then qualified to vote by the President or Vice President, provided that for this purpose the President or Vice President shall use the e-mail address of each voting member then currently on file with the Council. Voting shall remain open for a period of five (5) days (the “Voting Period”) and shall be subject to the requirement that at least a quorum of the voting members must respond within the Voting Period for the matter to be considered to have been voted upon by the voting members.

E. PROXIES. There shall be no proxies allowed in voting on any issue.

F. MOTIONS. A motion may be presented by a member in good standing at a Council meeting. The Motion must be seconded by a second member in good standing in order to be called for a vote.

ARTICLE VI – MEETINGS. The order and conduct of the meetings shall be in accordance with Robert’s Rules of Order, Revised, unless otherwise covered within these By-laws.

- A. REGULAR MEETINGS. Regular meetings of the Council shall be held on the second Wednesday at 6:15pm at Winnemac Park in the months of January, March, May, June, August, September, October, and November or another date, time and place approved by the Council. All meetings of the Council shall be open to the public and proper notice must be posted at a park field house or Winnemac Park office location, the public WPAC site, and or 40th Ward Event calendar at least fourteen (14) days prior to the meeting date.
- B. SPECIAL MEETINGS. Special meetings can be called by the President or Vice President with the approval of the Executive Board. Emergency or Special meeting require a forty-eight (48) hour notice.
- C. An Annual Meeting of the Council will be held in the month of November.
- D. Each meeting shall begin at the announced time and continue no longer than two hours. However, a two-thirds majority of Advisory Council members present may vote to continue any meeting for an additional amount of time.
- E. The President shall be responsible for setting the agenda for the Council meetings. After all agenda items have been completed, any Council member shall be able to introduce new business to be discussed at the next regularly scheduled Council meeting.
- F. All meetings shall be governed by Robert’s Rules of Order, except in so far as such rules are inconsistent with these by-laws.
- G. MEETING CANCELLATIONS. If a meeting is cancelled notice must be posted immediately and the Park Supervisor or Area Manager should be notified.

ARTICLE VII – COMMITTEES.

- A. COMMITTEES. The Council may vote to create committees that it deems necessary and appropriate to support work of the Council.

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- B. COMMITTEE COMPOSURE. The committees can be composed of any Council members.
- C. COMMITTEE CHAIR. The committee shall elect its own chair. The President may appoint the Chair(s) of a committee, at least one of whom must be a voting member should there be an absence of a committee chair. The Chair of each committee shall provide all interested parties with notice of meetings of that committee and assure that an accurate report of the proceedings is made at each meeting.
- D. REPORTING. Committees shall make timely reports to the Council when requested.

### ARTICLE VIII – OTHER PROVISIONS.

- A. 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 essential, professional services rendered.
- B. LEGISLATIVE OR POLITICAL AWARENESS. No substantial part of the activities of the Council shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Council shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- C. OPERATIONAL LIMITATIONS Notwithstanding any other provisions 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).
- D. DISSOLUTION CLAUSE Upon the dissolution of the Council, the executive committee shall, after paying or making provisions for the payment of all of 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 executive committee 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 organization, as said Court shall determine, which are organized and operated exclusively for such purposes.

### ARTICLE IX – FINANCES.

- A. DEPOSITS All funds of the Council not otherwise allocated shall be deposited in a timely fashion to the credit of the Council in such banks or other financial institutions as the Executive Board may select, with the assistance of a fiscal agent designated by the Executive Board. All accounts of the Council shall require two officers' signatures and written approval on purpose of all withdrawals.
- B. APPROVAL OF EXPENDITURES All expenditures shall be approved at a Council meeting and, except as directed at a meeting, executed by issuance of checks at the meeting.
- C. CONTRACTS No officer or member of the Council may enter into any contract on behalf of the Council without prior approval of the membership.

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- D. FUNDRAISING No officer or member of the Council may solicit any funds on behalf of the Council without prior approval of the membership. No officer or member for the Council may solicit any funds on behalf of the Chicago Park District without prior written consent of the Chicago Park District.
- E. LOANS. No loans shall be made by the Council to anyone.

### ARTICLE X – CONFLICT RESOLUTION.

A. OVERSIGHT. The officers of the Council have the responsibility of monitoring the actions and activities of Council as a whole. The Council has the right to review the actions of an individual member, officer, or group of members or officers acting on behalf of the Council. The Council may consider removal of a member, Officer, or group of members in accordance with the terms contained in these by-laws.

B. COMPLAINTS. The President or Vice President of the Council should respond to any complaints in writing and file a copy of the response in the file kept at its respective park. Should the complainant be dissatisfied with the response, the complainant should have the right to appear before the Council's general membership in order to be heard. If the Council is unable to successfully remedy a complaint or the complainant is dissatisfied with the response after being heard by the general membership the matter can be presented to the PAC Governance Committee for consideration. The decision of the PGC will be final and binding upon all the parties involved.

### ARTICLE XI – REGISTRATION.

The Council acknowledges that each park shall have only one registered Council, there shall be no joint Councils or combined representation. The Council will register with the Chicago Park District by completing and submitting to the Chicago Park District Department of Legislative and Community Affairs, a Registration Form. Each elected officer will execute the Registration Form on behalf of the Council and all members shall agree to abide by its terms.

ARTICLE XII – INDEMNIFICATION OF OFFICERS. The Council shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of the fact that he or she is or was an Officer of the Council, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement and reasonably incurred by such person in connection with such action, suit or proceeding in accordance with and to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, 805 ILCS 105/101.1 et seq., as in effect at the time of adoption of this bylaw or as amended from time to time (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than said law permitted the corporation to provide prior to such amendment).

### ARTICLE XIII – AMENDMENT OF THE BY-LAWS.

A. PROPOSAL TO AMEND Any Council member in good standing may submit a proposal to amend the By-laws by filing an original of the said amendment with the Secretary of the Council. That proposal must be added to the agenda as new business at the following regular meeting.

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B. ADOPTED AMENDMENTS. Notwithstanding any contrary provision of these By-laws, amendments to the By-laws may be adopted by a two-thirds (2/3) vote of the voting members present at a regular meeting, provided that the proposed language of any Bylaw amendment is included in the meeting notice. A copy of all amendments shall be provided to the Chicago Park District.