

**BY-LAWS OF THE VILLAGE MANAGER
ASSOCIATION OF OAK PARK¹**

ARTICLE I. NAME AND PURPOSE

Section 1. Name. This organization shall be named the Village Manager Association of Oak Park.

Section 2. Purpose. The Village Manager Association of Oak Park shall be a not-for-profit corporation under the laws of the State of Illinois. Its purposes shall be to maintain Oak Park as an outstanding community with accountable and responsive government; to encourage and promote ongoing and inclusive diversity; and to support balanced and sensitive economic growth. The Village Manager Association of Oak Park shall be a nonpartisan civic action organization working for community good through the study and public discussion of issues of local concern, through screening and support of candidates for village offices who will provide effective community leadership, and through such other action as the members may deem suitable for the community welfare.

ARTICLE II. MEMBERSHIP AND DUES

Section 1. Members. Any person who is a resident of Oak Park, Illinois may become a member of this association upon the payment of dues.

Section 2. Dues. Annual dues of all members shall be \$20 per person unless changed at an annual meeting by a majority of the members voting. Dues may be paid at any time during the fiscal year, but shall be due on January 1 of each year.

Section 3. Termination of Membership. Any person in default of payment of dues for a full fiscal year shall no longer be a member, except that no Officer or Director shall lose their membership for a default in payment of dues unless the Officer or Director fails to cure the default within 30 days of receiving notice of the default given by the Treasurer through certified mail. Membership also may be terminated by resignation of a member or by a vote of two-thirds of the Directors present and qualified to vote at a meeting of the Directors.

Section 4. Rights and Reinstatement of Members.

A. Every member of the Association shall have the right to attend membership meetings, to speak at such meetings and to make and second motions at such meetings, to vote for the election of officers and directors, to vote on all questions put to a vote at membership meetings and to vote on any positions polls of the membership, provided that such person is an eligible voter.

B. Persons who have been members of the Association in a prior fiscal year and whose membership has not been terminated by a vote of the Directors may reinstate their membership at any time by payment of dues owing for the current fiscal year.

¹ Approved January 29, 2006

ARTICLE III. MEETINGS OF MEMBERS

Section 1. Annual Meetings. An annual meeting of the members shall be held between September 1 and December 31, at some convenient place and time to be set by the President for the purpose of electing Officers and Directors and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or by not less than one-tenth of the members entitled to vote at such meetings.

Section 3. Place of Meetings. All meetings of the Association shall be at any convenient place within the Village of Oak Park.

Section 4. Notice of Meetings. Written or telephone notice, stating the place and time of any meetings of the members, shall be delivered personally or by mail to each member entitled to vote at such meeting not less than 48 hours nor more than 40 days before the date of such meeting. The Secretary shall be responsible for providing written notice or the officer or persons calling the meeting may assume responsibility. In case of a special meeting or where required by statute, the purpose for which the meeting is called shall be stated. The notice of a meeting shall be deemed delivered if deposited in the United States mail, postage pre-paid and properly addressed.

Section 5. Quorum. Twenty members entitled to vote shall constitute a quorum. If a quorum is not present at any meeting of members, a majority of the members present and entitled to vote may adjourn the meeting from time to time without further notice.

Section 6. Stated Positions of the Association.

A. Any declaration of position of the Association on issues related to its purpose as defined in Article I., Section 2, or on issues of public policy, referenda or other matters of community interest shall be issued on behalf of the Association by its Board of Directors which shall determine stated positions of the Association after majority vote.

B. Any member of the Association may bring such issues to the Board of Directors for consideration and solicit their majority agreement. In the event agreement is not reached, any member may bring such issues before the full membership at any appropriately noticed membership meeting for discussion and adoption by a majority of the membership. If a majority of the membership approves a proposed stated position of the Association, the Board of Directors shall adopt and promote said position on behalf of the Association.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors will manage the affairs of the Association between membership meetings by determining all matters of policy which are not

reserved in these By-Laws for determination by vote of the membership or referred to the members at a regular or special meeting.

Section 2. Number and Tenure. The Board of Directors shall consist of the Officers of the Association as set forth in Article V, and six Directors-At- Large. Each Director shall hold office for a two-year term and until a successor shall have been elected and qualified. Directors must be members of the Association.

Section 3. Election. Directors-At-Large shall be elected at the annual meeting or may be elected at any meeting of the membership by a majority vote of those present and entitled to vote, provided there is a quorum. The term of Directors elected at a meeting other than the annual meeting shall expire at the next annual meeting.

Section 4. Vacancies. Any vacancy occurring in the Board of Directors other than by reason of expiration of a regular term shall be filled by vote of the Board of Directors, subject to approval of the membership at the next meeting of the members.

Section 5. Board Meetings. The Board of Directors shall meet as often as shall be necessary. Meetings may be called by the President or by any five Directors. Notice of meetings shall be given by the Secretary or the persons calling the meeting either by telephone or written notice. Board meetings may be combined with membership meetings.

Section 6. Quorum. A combination of eight (8) Officers and Directors shall constitute a quorum, provided that if less than a combination of eight (8) Officers and Directors are present at such meetings, a majority of those present may adjourn the meeting from time to time without further notice.

Section 7. Removal. Any member of the Board of Directors may be removed from such office by a vote of two-thirds of the Board of Directors present and qualified to vote at a meeting of the Directors.

ARTICLE V. OFFICERS

Section 1. Officers. The Officers of the Association shall include a President, five Vice Presidents, a Treasurer, Secretary, and the immediate past President of the Association.

Section 2. Election and Term of Office. The Officers shall be elected at the annual meeting of members and shall remain in office for a term of two years or until their successors are elected and duly qualified.

Section 3. Qualification and Directorships. Officers shall be members of the Association and registered voters. All Officers shall be, by virtue of their election to office, members of the Board of Directors and may be removed from office by a vote of two-thirds of the Board of Directors present and qualified to vote at meeting of the Directors.

Section 4. Vacancies. Any vacancy in any office shall be filled by the Board of Directors for the unexpired portion of the term, subject to the approval of the members at the next meeting of the membership.

Section 5. President. The President shall be the directing officer of the Association and shall preside at all meetings of members and of the Board of Directors. The President shall present to the Association an annual report of its work and shall be an ex-officio member of all committees. The President may sign with the Secretary or other Officers of the Association authorized by the Board of Directors, any instruments or documents which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the Association. The President shall, in general, perform all duties incident to the office of President, and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President of the Association 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. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 7. Vice President for Communications. The Vice President for Communications shall be responsible for all functions related to internal and external communications for the Association and shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. Vice President for Membership. The Vice President for Membership shall be responsible for maintenance of all membership records and for the recruitment of new members and shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 9. Vice President for Selections. The Vice President for Selections shall be responsible for planning the candidate selection process and shall chair meetings of the Selection Committee and shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors..

Section 10. Vice President for Technology. The Vice President for Technology shall be responsible for any and all means and methods of computerization of records, databases and materials relevant to the conduct of campaigns and the business of the Association and shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors..

Section 11. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association or received by the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the directions of the Board of Directors; and in general perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. If required by the Directors, the Treasurer shall give fidelity or fiduciary bond for the faithful

discharge of the duties in such sum and with surety or sureties as the Board of Directors shall determine.

Section 12. Secretary. The Secretary of the Association shall be responsible for the recordation and maintenance of records and minutes of all membership and directors meetings. The Secretary shall see that all requisite notices of meetings are rendered pursuant to these By-Laws and shall perform such other duties as may be assigned by the President or Board of Directors.

Section 13. Past President. The immediate past President shall serve as a non-voting ex-officio Officer except in the event of a tied vote, where he or she may cast the tie-breaking vote. The past President otherwise has all the rights as a member in good standing of the organization.

ARTICLE VI. COMMITTEES

Section 1. Nominating Committee.

A. The President shall, with the concurrence of the Board of Directors, appoint a nominating committee of members. In addition, any member who submits a request to participate to the President shall be appointed to the nominating committee.

B. The Nominating Committee shall present a slate of Officers and Directors to the annual meeting of members, or any meeting called for such purpose.

C. The Nominating Committee shall publicize to the membership that the nominating process is underway and solicit persons for consideration for all offices and directorships.

D. The Nominating Committee shall elect its own chair.

Section 2. Other Committees. All other committees shall be designated by the President with concurrence of the Board of Directors.

ARTICLE VIII. AMENDMENTS TO BY-LAWS.

These By-Laws may be altered, amended, or repealed and new By-Laws adopted by the affirmative vote of two-thirds of the Directors and a majority vote of members entitled to vote and present and voting at any annual or special meeting at which a quorum is present, provided that the written notice of the intent to alter, amend, or repeal and adopt new By-Laws is given not less than five days nor more than 40 days prior to the meeting. Alterations, amendments or new By-Laws may be proposed by the President, or by petition of any five Directors, or by petition of any 20 members entitled to vote.

ARTICLE IX. PARLIAMENTARY PROCEDURE

On all questions of parliamentary procedure, Robert's Rules of Order, Revised shall be used.