

ARTICLE I: NAMES AND DEFINITIONS

Section 1 – The name of this organization shall be Cathedral Area Preservation Association, hereinafter referred to as 'CAPA'.

Section 2 – CAPA shall be organized as a not-for-profit organization and no part of the net earnings shall be distributed to the benefit of any individual member.

Section 3 – The term 'board' shall mean the CAPA board of directors.

Section 4 – CAPA shall be apolitical, endorsing no candidates for political office.

ARTICLE II: PURPOSE CAPA shall be dedicated to preserving, maintaining, and promoting Joliet's Cathedral Area and other communities. The organization shall strive to develop a prosperous community through education of historic preservation and promotion of respect for old homes.

CAPA is organized exclusively for charitable, religious, educational, and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III: BOUNDARIES The geographical boundaries of CAPA have been historically defined as follows: Jefferson Street to the south, Center Street to the east, Plainfield Road/Black Road to the north, Reed Street to the west. CAPA welcomes all members from any location, including owners and renters.

ARTICLE IV: MEMBERSHIP

Section 1 – Voting membership in CAPA shall be open to all dues-paying residents (minimum 18 years of age) and businesses located within the historical geographical boundaries defined in Article III.

Section 2 - Voting membership shall be restricted to residency within the stated geographical boundaries of CAPA. Membership outside those boundaries shall have all the rights and privileges of membership with the exception that they will be ineligible to vote.

Section 3 – Membership lists shall be proprietary and solely for the use of CAPA.

Section 4 – Dues shall be determined by the board and billed by the membership director.

Section 5 – Dues remaining unpaid for sixty days shall result in removal from active membership. All privileges afforded to CAPA membership shall be revoked.

ARTICLE V: BOARD OF DIRECTORS

Section 1 – Functions The board shall be responsible for handling and overseeing the business of the organization.

Section 2 – Composition

(a) The board shall consist of fifteen directors, four of whom shall be officers: president; vice-president; secretary; and treasurer.

(b) The remaining directors shall be comprised of 11 at-large directors.

(c) The immediate past president may hold a sixteenth non-voting position on the board for a one-year term.

Section 3 – Terms of Office

(a) The president shall hold office for a term of one year, but no more than three consecutive years. After a minimum of one year out of office, the president may again run for reelection, with term limits remaining the same. Anyone running for the position of president must be actively serving on the current board.

(b) The vice-president, secretary, and treasurer shall hold office for a term of one year. Each may succeed him- or- herself as many times as elected by voting membership.

(c) The directors shall hold office for a term of one year. Each may succeed him or herself as many times as elected by voting membership.

Section 4 – Removal of Board Members (a) Board members who miss either three consecutive board meetings or four meetings annually without cause during their one-year term of office may be removed from the board.

(b) At regular or special meetings of the board, officers or directors may be removed for cause by a two-thirds vote of the entire board, subject to the following conditions:

1) Votes for removal for cause shall not be taken until such officers or directors have been given 20 days advance written notice of reasons for removal and an opportunity to be present and to be heard at board meetings at which such matters shall be considered.

2) Removed officers and directors shall retain all rights and privileges accorded to CAPA membership.

Section 5 – Vacancies (a) In the event of a vacancy in the office of president, the vice-president shall assume the office of president.

(b) In the event of vacancies in other board positions, general membership shall be notified.

(c) Vacancies shall be filled by presidential appointment with approval by a two thirds vote of the entire board.

Section 6 – Meetings of the Board

(a) The board shall meet one day per month, eleven times per year. All CAPA board meetings shall be open to the public. Exceptions may be made for issues related to personnel or litigation when a closed session will be called.

(b) A minimum of eight voting board members shall be present in order to take official votes.

(c) In the case of excused absences, absent board members shall prepare written reports for the board.

(d) In addition to monthly board meetings, directors and committee chairs shall meet regularly with their committees to facilitate duties of such committees.

(e) Meetings are not limited to in-person meetings, but may be conducted by digital or other means that the majority of members can readily access.

Section 7 – General Meetings

(a) There shall be semi-annual meetings of the general membership.

1) The first semi-annual meeting shall be held in winter for election of the board.

2) A second semi-annual meeting shall be held in the fall to discuss general neighborhood topics of interest.

- 3) (b) Special meetings for emergencies or other reasons deemed appropriate may be called by the president or by concurrence of the board, through a simple majority vote either in person or via electronic measures.

ARTICLE VI: DIRECTORS

Section 1 – Officers of the Executive Board

(a) President:

- 1) The president shall preside at all meetings and represent the organization at pertinent functions.
- 2) The president shall request the formation of committees and assign directors to chair such committees. Chairs shall be responsible to the president for seeing that their committees are pursuing their goals and have the necessary work force to do so. The president shall serve as an exofficio member of all committees.
- 3) The president shall set the board meeting agendas and post them on the CAPA website.
- 4) The president or his/her designee shall be responsible for retrieving and responding to communications regarding CAPA business.
- 5) The president may appoint ad-hoc committees to accomplish general purposes or special projects of CAPA.
- 6) The president, in addition to the secretary, shall sign all contracts.
- 7) The president, in addition to the treasurer, shall have signatory authority to disburse funds.
- 8) The president shall develop working relationships with other neighborhood councils for the purpose of working on initiatives beneficial to the Joliet area.

(b) Vice-President:

- 1) The vice-president shall perform duties of the president in his or her absence.
- 2) The vice-president shall perform such other duties as are assigned by the president or the board.

(c) Secretary:

- 1) The secretary shall record minutes of board and general membership meetings, maintain records on file, and distribute minutes in a timely manner.
- 2) The secretary shall also prepare correspondence as directed by the president.
- 3) The secretary, in addition to the president, shall sign all contracts.

(d) Treasurer:

- 1) The treasurer shall keep records of all funds and incomes of the organization.
- 2) The treasurer shall keep all monies belonging to the organization in board approved financial institutions and shall disburse funds as directed by the board.
- 3) The treasurer shall make monthly reports of income, disbursements, and account balances to the board.
- 4) The treasurer shall make semi-annual reports to the membership.
- 5) The treasurer shall file all required financial data and make them available for bi-annual audit.

Section 2 – Directors

- 1) Directors (other than officers) shall chair or co-chair committees as deemed necessary by the president.
- 2) Directors shall be responsible for reporting the activities of their committees to the board at the monthly meetings.
- 3) Directors shall be responsible for providing newsletter content from their committees.

Section 3 – Immediate Past President The immediate past president may advise the president and executive board in all matters and provide information to the executive board in relation to the previous year's business.

ARTICLE VII. ELECTIONS

Section 1 – Nominations

- (a) There shall be a nomination and election committee, appointed by the president with approval of the board, consisting of one board member who shall chair the committee and not less than two voting non-board members of CAPA.
- (b) The nomination and election committee shall be convened at least ~~ninety~~ sixty days prior to the election at the winter membership meeting.
- (c) Reports of the nomination and election committee shall be made to membership at least thirty days prior to the annual election.
- (d) Nominations from the floor shall be in order at the annual election meeting.

Section 2 – Elections

- (a) Elections shall be conducted by the nomination and election committee.
- (b) The procedure for conducting elections shall be submitted by the nomination and election committee to the board for approval no less than thirty days prior to elections.

ARTICLE VIII: PARLIAMENTARY AUTHORITY

Unless otherwise specified by the bylaws, the most recent edition of Robert's Rules of Order shall determine the conduct of business at all CAPA meetings.

ARTICLE IX: AMENDMENTS TO THE BYLAWS

Section 1 – Committee

- (a) A bylaws committee shall be appointed by the president with the approval of the board to consider proposed amendments.
- (b) The bylaws committee shall consist of at least four members, comprising no more than two board members.

Section 2 – Procedures

- (a) Proposed amendments shall be submitted in writing by any voting member to the board.
- (b) The bylaws committee shall form its opinions by the following board meeting for submission to the board and general membership.

(c) The board and membership present at such subsequent monthly board meetings shall discuss the amendments and changes. The board shall vote to accept, modify, or reject proposed amendments.

(d) If accepted, proposed amendments shall be submitted to general membership for review.

(e) Amendments shall be voted upon by general membership at the next scheduled board meeting. Extensions may be granted based on an agreed upon time period.

(f) Amendments shall require a simple majority vote of members in attendance for approval.

ARTICLE X. CONFLICT OF INTEREST

Officers and Directors of CAPA shall not engage in any activities on behalf of CAPA which result in actual financial benefit or the appearance of financial benefit to themselves or to members of their immediate families.

ARTICLE XI DIRECTOR LIABILITY

Unless otherwise specified by law, no director or officer of CAPA serving without compensation, other than for reimbursement for actual expenses shall be liable, and no cause of action may be brought, for damages resulting from their exercise of judgement or discretion in connection with the duties or responsibilities, unless the act or omission involved willful or wanton conduct.

ARTICLE XII DISSOLUTION

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to any state or local government, for a public purpose. Any assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized for such purposes.