

**DOWNTOWN RESIDENTS ASSOCIATION BYLAWS**  
**Adopted 8/11/2009**

**Article I**  
**Name and Mission**

Section 1. The name of this Association shall be the "Downtown Residents Association", hereby referred to as DRA.

Section 2. DRA is an organization of downtown Evanston residents dedicated to balancing economic development with residential quality of life.

To that purpose, DRA

- A. Advocates for downtown residents on land use, environmental, and historic issues
- B. Participates in city planning and zoning to maintain and preserve a quality residential character in downtown Evanston
- C. Collaborates with elected city officials to apply zoning, traffic and safety regulations and suggests alternatives to improve quality of life in the downtown community
- D. Contributes solutions to civic problems and promotes citizen involvement in downtown Evanston matters and in the broader Evanston Community
- E. Serves as a conduit for community information in civic, social, and educational areas

**Article II**  
**Boundaries and Membership**

Section 1. The boundaries of the DRA shall be: SOUTH: Greenwood Street; WEST: Ridge Avenue; NORTH: Emerson Street-Elgin Road-Clark Street; EAST: Hinman Avenue.

Section 2. General Membership shall be open to all residents 18 years of age and older living within the above stated boundaries. Each general membership shall have one vote. General membership may be Individual or Collective. An Individual membership is one person. A Collective membership is a condominium Association or Board. An individual may hold a membership at the same time his/her Association or Board holds a membership

Section 3. Associate membership shall be open to any other Evanston resident. Associate members are not entitled to vote.

Section 4. Annual membership shall be established by payment of annual dues. Dues will be set by the Governing Board, payable October 1 of each year. The membership year shall begin on October 1 of each year and run through September 30 of the following year.

**Article III**  
**Governance**

Section 1. A BOARD OF DIRECTORS shall be the governing body of DRA with the sole authority to act on behalf of DRA, shall conform to the Bylaws, and shall be accountable to the voting membership of the organization. The BOARD of DIRECTORS shall consist of 7 DIRECTORS who are qualified voting members of DRA. The BOARD shall consist of 3 OFFICERS (President; Treasurer; Secretary) and 4 DIRECTORS. One of the DRA BOARD members must also serve as a representative on the EVMark Board.

Section 2. At the annual meeting, DIRECTORS shall be elected by the membership for a term of three years. The OFFICERS (President, Secretary, and Treasurer) shall be elected by the BOARD and shall serve one-year terms. BOARD members may be re-elected. The terms of DIRECTORS shall be staggered so that the terms of 2 or 3 DIRECTORS expire every fiscal year. Vacancy on the BOARD 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. Candidates for the two EVMark Board positions shall be put forth to the DRA BOARD by any DRA voting member. The DRA BOARD will select the EVMark representatives from this list of candidates.

Section 4. BOARD members are responsible for supervisory and primary communications/correspondence and will carry forth the DRA mission.

Section 5. All OFFICERS of DRA must reside in, and be owners of, residential property geographically located within the boundaries of DRA. They must also have been active members of DRA for at least two consecutive years and shall have been duly elected by the membership as per these Bylaws.

Section 6. OFFICER Responsibilities:

- A. The President shall preside at all general membership and board meetings of DRA. He/She shall represent DRA to promote the exchange of information and to facilitate cooperation with commercial and other neighborhood associations, local, state and federal agencies, and any other entities otherwise designated. In addition, the President will work in conjunction with all other board members to promote total integration of the vision and mission of DRA. The President shall work with the standing committees.
- B. The Treasurer shall see that the financial records of DRA are in order, shall receive all monies or funds of DRA, and shall disburse funds as ordered and directed by the President or the BOARD of DIRECTORS. The Treasurer shall make a financial report at each board meeting and all meetings of the general membership. The Treasurer shall be responsible for keeping the official list of dues payments. The Treasurer shall be the custodian of DRA property.
- C. The Secretary shall keep records of DRA and minutes of board and general membership meetings. The secretary shall be responsible for emailing notices of board meetings and any other special notices and reports. The secretary shall be custodian of the permanent records of DRA 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.

#### **Article IV Standing Committees**

Section 1. Membership on a committee shall be open to voting members of DRA. 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. Additional standing committees may be formed by the BOARD with powers and duties designated by the BOARD. Committee chairmen may be dismissed or replaced by the BOARD at any time.

Section 2. The Membership Committee shall maintain DRA's master mailing list, implement the annual renewal of memberships, and institute programs to solicit new members. The Committee shall also maintain the DRA email address list and maintain DRA's website.

Section 3. A Nominating Committee composed of five members, two of whom are not members of the BOARD, shall be recommended annually by the President for approval by 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 a slate of nominees for the annual election of DIRECTORS, 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.

Section 4. The Membership and Nominating Committees shall be required committees. Additional standing committees may be formed by the BOARD with powers and duties designated by the BOARD.

#### **Article V Meetings**

Section 1. DRA shall hold general membership meetings twice a year or at the BOARD's discretion. BOARD meetings will be held on at least a quarterly basis, but more frequently if deemed necessary. Meetings may be called on an as needed basis. Committees can also call meetings as needed. The September general meeting shall also be deemed the Annual meeting for purposes of elections.

Section 2. All meetings shall be held in the evenings or on weekends as convenient to the majority of members. The Secretary shall notify members and non-members of all such meetings.

Section 3. On an as needed basis, information shall be presented to the general membership to be voted upon.

Section 4. A quorum of BOARD members for transaction of business at any meeting of the Board shall be one person less than half of the membership of the current Board.

Section 5. Non-voting associate members shall receive invitations to attend, as observers, all meetings of the general membership.

Section 6. General voting members may visit BOARD meetings as observers as they wish. Non-members and associate non-voting members may visit BOARD meetings upon invitation of the DRA President. DRA members who wish to address the BOARD or bring matters to the BOARD's attention must contact the DRA President in advance of the meeting to request that item be added to the BOARD meeting agenda.

#### **Article VI Nominations and Elections of Board Members**

Section 1. There shall be a Nominating Committee consisting of the President and at least two general, voting members, approved by the BOARD. The Nominating Committee members shall choose the chair.

Section 2. All members of the Nominating Committee shall be members in good standing of DRA.

Section 3. Members of the Nominating Committee shall serve for a one year term and can be re-appointed for one additional year.

Section 4. When a vacancy occurs within the Nominating Committee, the President, with majority BOARD approval, shall select a member to fill the vacancy until the next general election is held.

Section 5. The Committee shall develop a slate of nominees from qualified members of DRA. A slate of nominees will be presented and voted on at the September general meeting.

Section 6. Procedures of the Nominating Committee shall be reviewed annually by the Nominating Committee and approved by the BOARD.

Section 7. DRA shall give equal opportunity for membership, BOARD and other volunteer participation without regard to race, religion, color, creed or national origin, gender, marital status, sexual orientation, age or disabilities to all persons otherwise qualified.

**Article VII  
Fiscal Provisions**

- Section 1. The fiscal year of DRA shall be October 1 through September 30.
- Section 2. The Treasurer shall have the authority to issue checks upon proof of expenditure and appropriate BOARD approvals. Expenditures or commitments of funds of between \$100.00 and \$999.99 may be made by a majority vote of the BOARD. Expenditures or commitments greater than \$1000.00 must be approved by a super-majority (2/3) vote of the BOARD. All checks must be signed by the Treasurer and co-signed by an OFFICER duly authorized. A petty cash fund shall be established to fund miscellaneous items whose total cost does not exceed \$99.99. BOARD approval is not required for any single purchase of less than \$99.99, however each individual BOARD member shall be restricted in his/her annual purchasing authorization as determined, voted and approved upon at the Annual Meeting. All expenditures by each Committee shall be pre-approved by the BOARD. An annual review shall be made at least once a year prior to the election of the officers and prior to an interim election of a new Treasurer, should a vacancy of that office occur during the year. The annual review shall include all financial records and funds of DRA.
- Section 3. The President shall sign all contracts after approval by the BOARD. No committee head or other BOARD member may individually enter into a contract without prior BOARD approval.
- Section 4. DRA shall have the authority to solicit and accept contributions from interested persons or groups. Such persons or groups shall have neither voice nor vote in the deliberations of DRA. Any BOARD member may accept gifts if no more than \$100, in the name of The Downtown Residents Association. All monies, gifts or donations will be turned over to the President or Treasurer for deposit within five days of receipt. The Treasurer shall be responsible to duly record said deposits.
- Section 5. DRA shall act upon issues of general neighborhood concern. DRA shall not endorse or lend support to individuals campaigning for public office. DRA is non-political and non-partisan, and will neither support nor oppose candidates for elective public office. BOARD members acting as individuals are not restricted from endorsing or lending support to any individuals campaigning for public office.
- Section 6. In order to meet operating expenses and keep membership dues at a minimum, fundraising activities are encouraged to include the solicitation of advertising by local businesses for DRA's website or brochure and any activities deemed appropriate by the BOARD for the establishment of contingency funds.
- Section 7. Dues are payable to the Downtown Residents Association and shall be collected by the Treasurer, who at the time of receiving the dues, shall provide a signed paper or electronic receipt stating the name of the member, date dues were paid, and the amount paid. Dues shall be set at the annual September meeting and shall be effective at the beginning of the next fiscal year.

**Article VIII  
General Provisions**

- Section 1. These Bylaws may be amended by a two-thirds vote of the voting body, present and voting at a general meeting, provided the proposed amendments are presented to the membership, in writing either on paper or electronically via email or posted to DRA's official website, 15 days prior to the meeting. Amendments shall be effective as of the date of approval, unless otherwise provided in said Amendment.
- Section 2. Any person made a party to any action, suit, or proceeding by reason of the fact that her/his testator is, or was a BOARD member or member of DRA, or of any association which heads such at the request of DRA, of which DRA is a creditor, shall be represented by DRA against any and all liability and reasonable expenses, including attorneys' fees, actually and necessarily incurred by him/her in

connection with the defense of any such action, suit, or proceeding, civil or criminal, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding, that such BOARD member or members did not act in good faith in what he/she reasonably believed to be the best interest of DRA in performance of his/her duties; and in addition, in criminal actions or proceedings had no reasonable cause to believe that his/her conduct was unlawful. Such right of indemnification shall not be deemed exclusive of any other rights to which such BOARD member or members may be entitled by law, and shall not be construed as any limitation on the authority of the BOARD of DIRECTORS to advance DRA funds for such reasonable expenses, including attorney fees.

Section 3. In the event of the dissolution of DRA, the BOARD shall, after paying or making provisions for the payment of all liabilities of DRA, adopt a resolution to dispose of all assets of DRA in such manner, or to such organization(s) organized and operated exclusively for, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Said resolution shall be submitted to vote of the members and a two-thirds majority shall be required for approval of the resolution.

Section 4. Any and all earnings from DRA will not inure to the benefit of DIRECTORS, officers, or private individuals.

#### APPROVAL

The foregoing Bylaws were duly adopted as and for, the Bylaws of the Downtown Residents Association by the BOARD OF DIRECTORS of DRA at a meeting held on

\_\_\_\_ July 11, 2009 \_\_\_\_

Signed by the BOARD of DIRECTORS

James Corirossi, President

Les Shindelman, Treasurer

Christine Steel, Secretary

Brent Brotine

Pat Corirossi

Leonard Evens

Hank Goldman

Cindy Smith

Bill Steel