

BY-LAWS of WEST PEORIA RESIDENTS' ASSOCIATION
(amended & approved August 2006)

ARTICLE I

NAME AND LOCATION

The name of the Corporation is West Peoria Residents' Association, hereinafter referred to as the Association.

The principal office of the Association shall be located in City of West Peoria, Illinois, but meeting of members and directors may be held at such places within the State of Illinois, County of Peoria, as may be designated by the Board of Directors.

ARTICLE II

PURPOSE

The purpose of this Association shall be:

- (a) To maintain a desirable residential district for the mutual benefit of the residents thereof, the area covered by the Association, which are described by Exhibit 1 attached;
- (b) To provide a supportive, neutral forum for the residents, organizations, and governmental units of West Peoria;
- (c) In general, to do such things as are incidental to the above or necessary or desirable to accomplish the above;
- (d) To provide a coordinated news vehicle to the residents, organizations, businesses and governmental units of West Peoria;
- (e) To provide a central body that may include, but is not limited to the standing committees listed below:
 - Beautification
 - Community for All Ages
 - Crime Prevention & Safety
 - Economic Development
 - Education

The Association also has such powers as are now or may hereafter be granted by the Not-For-Profit Corporation Act of the State of Illinois.

ARTICLE III
MEMBERSHIP AND DUES

Section 1 - Membership

Regular Membership shall be open to all persons regardless of race, color or creed, who are residents of the West Peoria Residential area and to non-residents who own property in the area. Each membership shall be entitled to one vote per person. Member must be of Voting age.

Each non-resident property owner shall be entitled to no more than a single membership regardless of the number of properties owned or number of persons holding title. Each member shall agree to abide by the articles of incorporation and the by-laws of this Association.

Each dwelling unit shall be entitled to no more than a single membership regardless of the number of inhabitants. A dwelling unit is defined as having one or more rooms with a kitchen or kitchenette and complete living facilities for one family containing facilities and equipment for living, sleeping and eating.

Associate Membership shall be open to all persons who, although not qualifying for regular membership, wish to support the purpose of the Association as stated in Article I.

Such a member shall pay the same amount of annual dues as regular members which shall entitle him to a non-voting membership.

Section 2 - Application and Dues

Application for membership shall be made to the Treasurer and accompanied by an annual payment of dues.

Renewal of membership is due annually. There will be no refund of dues.

Dues cannot be altered without approval of 2/3 of the membership at a meeting.

ARTICLE IV
MEETINGS

Section 1 - Annual Meetings

The annual meeting of the members shall be held on the third Thursday of September for the purpose of electing officers and directors for the following year and for the transaction of such business as may come before the meeting

Section 2 - Regular Meetings

The Board of Directors and Officers may provide by resolution the time and place for the holding of

regular (monthly) meetings without other notice than such resolutions.

Section 3 - Special Meetings

Special meetings of the membership may be called by the President, the Board of Directors, or not less than 2/3 of members having voting rights, present at a regular meeting. Notification shall be posted at the City of West Peoria City Hall stating the place, day, and hour of a special meeting and the purpose or purposes for which the meeting is called. Posting shall be made not less than five nor more than thirty days before the date of the meeting. No regular order of business shall be considered at this meeting.

Section 4 – Place of Meeting

The Board of Directors may designate any place within the City of West Peoria, Illinois, as the place of meeting for annual, regular, or special meeting.

Section 5 – Voting by Ballot

Voting on any question or in any election may be by voice unless the presiding officer shall order, or a majority of the membership present shall demand that voting be by ballot. In the case of a tie, the deciding vote shall be given by the President of the Association.

Section 6 – Majority Vote

A majority vote shall prevail in all matters of decisions.

ARTICLE V **EXECUTIVE DIRECTORS** **GENERAL POWERS**

Section 1

The affairs of the Association shall be managed by its Board of Directors.

Section 2

There shall be five (5) Directors, one (1) at-large and one (1) from each ward of the City of West Peoria. These Directors shall be nominated and elected at the regular meeting in the fall. Directors from odd numbered wards shall be elected in odd numbered years. Directors from even numbered wards shall be elected in even numbered years. The Directors at-large will be elected in even numbered years. If we cannot secure a Director from each ward, the balance may be selected from any ward in the city, to reach a total of five (5) Directors. Directors shall serve for a period of two (2) years.

Section 2a

The Directors elected at-large shall serve for a term of two years, or until a successor has been duly elected or appointed.

Section 2b

Elected officials of West Peoria Township and the City of West Peoria shall not be eligible to serve as Directors of this Association.

Section 3 - Regular Meetings

A regular meeting of the Board of Directors shall be held in October of each year. The executive Board of Directors may provide by resolution the time and place within the City of West Peoria, Illinois for the holding of additional regular meetings of the Board of Directors without other notice than such resolution.

Section 4 - Special Meetings

Special meetings of the Board of Directors may be called by, or at, the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, within the City of West Peoria, Illinois, as the place for holding any special meeting of the Board.

Section 5 - Notice

Notice of any special meeting of the Executive Board of Directors shall be given not less than five days previous thereto. Such notice must be written and delivered in person. Such notice must state the time and place of the meeting and the purpose of such meeting. Attendance at such meeting shall constitute waiver of notice, except where a Director attends a meeting for the express purpose of objecting to the legality of such meeting.

Section 6 - Quorum

A majority of the Board of Directors shall constitute a quorum.

Section 7 - Vacancies

Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. The appointed Director shall serve for the unexpired term of the predecessor.

ARTICLE VI
EXECUTIVE OFFICERS

Section 1

The Executive Officers of the Association shall consist of a President. Vice President. Secretary and Treasurer.

Section 2 - Election and Term of Office

The Executive Officers of the Association shall be elected by the Board of Directors at the meeting specified in Article V, Section 3. The Executive Officers shall be selected from the Board of Directors. Each officer shall hold office for one year or until his successor shall have been duly elected or appointed. An officer may be re-elected.

Section 3 - President

The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business of the affairs of the Association within the limits set forth by the Board of Directors. The President shall preside at meetings of the membership unless otherwise specified. The President may sign with the Secretary or any officer of the Association authorized by the Board of Directors, any deeds, contracts, or any other instruments which the Board of Directors authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board of Directors or by the by-laws to some other officer or agent of the Association, or unless required by law to be otherwise signed or executed; and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4 - Vice-President

In the absence of the President or in the event of his 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. The Vice-president shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 5 - Secretary

The Secretary shall keep the minutes of the meetings of the members, and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the posted address of each member which shall be furnished to the secretary by each member, and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or the Board of Directors.

Section 6 - 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 moneys due and payable to the Association from any source whatsoever and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the by-laws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 7 - Assistant Secretaries and Assistant Treasurers

The Board of Directors may appoint assistant secretaries and assistant treasurers from the membership at large. Such appointed assistant shall perform such duties as shall be assigned to them by the treasurer or secretary or by the President or the Board of Directors.

Section 8 - Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, can be filled by the Board of Directors for the unexpired portion of the term.

Section 9 - Removal

An officer or director of the Association may be removed by a majority of the membership of the Association present at a special meeting called for such purpose.

ARTICLE VII **COMMITTEES**

Section 1 - Formation

The Board of Directors will designate an ad hoc By-Laws Committee.

Section 2 - Membership

All members of the Association may apply to serve on any committee and will be accepted at the discretion of the chairperson. In cases of disagreement, the Board of Directors will mediate.

Section 3 - Duties

Committee chairpersons or someone of their choosing will make a report to the regular meeting of the Association.

Section 4 - Public Action

2a) No public action in the name of the Association shall be taken by a committee without prior notice to the President and the Board of Directors. In case of emergency, the Board of Directors

(as representatives of the general membership) will determine the appropriate action.

- 2b) No correspondence, financial commitments, other commitments or interviews (written or oral), will be made in the name of the Association without prior consent of the Board.

Section 5 - Quorum

A majority of the whole committee shall constitute a quorum and 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 6 - Rules

Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

ARTICLE VIII **FINANCIAL CONTRACTS**

Section 1 - Banking

The Board of Directors shall, by resolution, designate banks, trusts or other depositories in which the Association shall maintain its funds and the person or persons who shall be authorized to withdraw such funds.

Section 2 - Expenditure of Funds

The Board of Directors shall have the authority to authorize the expenditure of funds to carry out the objectives of the Association. 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 two officers as shall from time to time be determined by resolution of the Board of Directors.

Section 3 - Contracts

The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute any instrument in the name of and on behalf of the Association, not in violation of these by-laws, and such authority may be general or confined to specific instances.

Section 4 - Gifts

The Board of Directors may accept or reject on behalf of the Association any contribution, gift, bequest, or device for the general purpose or for any specific purpose of the Association.

ARTICLE IX

FISCAL YEAR

The fiscal year for the Association shall coincide with the calendar year, unless otherwise changed by the resolution of the Board of Directors.

ARTICLE X

LIABILITY

Neither a member of the Board of Directors nor any officer of the Association shall have any personal liability of any nature for any act done or act omitted to be done in good faith, under or in connection with the performance of the responsibilities set forth herein.

ARTICLE XI

BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members. Board of Directors and Committees having any of the authority of the Board of Directors and shall keep at the registered principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

The Board of Directors shall conduct an annual audit.

ARTICLE XII

SEAL

The Board of Directors may provide a corporate seal and with shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Illinois".

ARTICLE XIII

DISSOLUTION

A resolution to dissolve the Association shall be initiated by resolution of the Board of Directors recommending such dissolution and directing that the question be submitted to a vote of members. The resolution of dissolution shall thereafter be adopted by vote of not less than two-thirds of the entire membership of the Association at a meeting duly convened for that purpose pursuant to a written notice stating such purpose.

PURPOSE CLAUSE: The association is organized exclusively for charitable, educational, religious or scientific purposes with the meaning of section 501 (c) (3) of the Internal Revenue Code.

DISSOLUTION CLAUSE: Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the association, dispose of all the assets of the association exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes or shall at the time qualify as an exempt organization under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV

AMENDMENT OF BYLAWS

At the annual meeting, any member may originate a proposal to alter, amend, or to repeal these by-laws and adopt new by-laws. Such proposal shall be presented to the By-Laws Committee. If the proposal is approved by the By-Laws Committee, it shall be effective upon approval of a majority of the members present at any regular meeting of the members, or any special meeting of the members, provided that at least five days written notice is given of the intention to present the proposal to the members at such meeting.

ARTICLE XV

Parliamentary procedure of the Association shall be governed by Roberts Rules of Order.