

## **BY-LAWS**

### **OF**

#### **40<sup>th</sup> Ward Democratic Organization** (an Illinois not for profit corporation)

### **ARTICLE 1** **General**

SECTION 1.01 Name. This organization shall be known as the 40<sup>th</sup> Ward Democratic Organization (the "Organization").

SECTION 1.02 Purposes. The Organization is organized for the following purposes:

(a) to support Democratic candidates in general elections held (in whole or in part) within the 40<sup>th</sup> Ward of the City of Chicago (the "40<sup>th</sup> Ward");

(b) to support candidates endorsed by the Organization in seeking slating from the Cook County Democratic Party or the Illinois Democratic Party to run as the Democratic candidate in general elections held (in whole or in part) within the 40<sup>th</sup> Ward;

(c) to support candidates endorsed by the Organization and/or by the Cook County Democratic Party or the Illinois Democratic Party in Democratic primary elections held (in whole or in part) within the 40<sup>th</sup> Ward;

(d) to promote Democratic values and policies and to educate residents of communities in or near the 40<sup>th</sup> Ward on public policy issues at the local, State and national levels affecting the 40<sup>th</sup> Ward; and

(e) to promote grassroots political involvement, participation and community connection on behalf of the Democratic Party and Democratic values and policies.

SECTION 1.03 Construction. Nothing in these Official Rules (the "Rules") shall be construed as conflicting with the Bylaws of the Cook County Democratic Organization, the Laws of Illinois or the Illinois Administrative Code.

SECTION 1.04 Offices. The Organization shall have and continuously maintain a registered office within the State of Illinois and a registered agent whose principal office is the Organization's registered office. The registered office and any other offices of the Organization shall be at such locations as the Executive Committee may determine.

### **ARTICLE 2** **Membership**

SECTION 2.01 Eligibility. General Membership shall be open to all people who support the purposes of the Organization set forth in Section 1.02 of these By-Laws. Voting Membership shall be open to all General Members who also are one or more of the following:

- (a) A registered voter whose principal residence is located in the 40<sup>th</sup> Ward;
- (b) A person who maintains a business within the 40<sup>th</sup> Ward;
- (c) A person whose principal place of employment is located within the 40<sup>th</sup> Ward;
- (d) A registered voter who is enrolled as a full-time student in the 40<sup>th</sup> Ward.

SECTION 2.02 Non-Discrimination. The Organization does not discriminate based on race, color, sex, national or ethnic origin, disability, religion, age, sexual orientation, gender identification, veteran status, or any other basis protected by applicable federal, state or local laws, and membership or participation in the Organization shall not be denied or abridged on any such basis.

SECTION 2.03 Categories of Members. The membership of the Organization shall consist of two categories of members, as follows:

(a) General Members. Any eligible person may join the Organization as a General Member. A General Member shall not have voting rights unless they are appointed to be a Voting Member, as provided for in Section 2.03(b) of these By-Laws. The Executive Committee may establish, with the approval of the majority of Voting Members who cast a vote, benefits that all General Members receive. Those benefits may include, but are not limited to, newsletters, free admission to Organization events, and access to the Organization's community benefit projects.

(b) Voting Members. Voting Members are granted Voting Member status by the Executive Committee from among General Members who meet one or more of the eligibility requirements for Voting Members set forth in Sections 2.01(a) through (d) of these By-Laws. Voting Members shall have all privileges and rights of General Members and also shall have the rights to participate in the selection of officers of the Organization and to serve on the Organization's Committees. Status as a Voting Member will be conferred based on provision of a material level of volunteer effort on behalf of the Organization, as judged by the Executive Committee. Status as a Voting Member may be removed based on a failure of such Voting Member to maintain a material level of volunteer effort on behalf of the Organization, as judged by the Executive Committee. The Executive Committee shall promulgate and publish rules setting forth objective criteria for determining the material level of volunteer effort required to become a Voting Member and to remain a Voting Member.

SECTION 2.04 Responsibilities of Members. To maintain membership in the Organization, General Members and Voting Members must perform the following responsibilities:

(a) Annual Dues. Members must pay annual dues, which shall be due and payable as of July 1 of each year. Members first joining the Organization after July 1 shall pay the full annual dues upon joining the Organization, provided that members first joining as of April 1 of any year but before July 1 of such year shall be excused from paying dues from the date of joining until July 1 of the year of joining. The amount required for annual dues shall be \$40.00 per household plus \$40.00 for each Voting Member at such household in excess of one. For example, a household with four members, three of which are General Members and

one of which is a Voting Member, would have annual dues of \$40.00, and a household with four members, two of which are General Members and two of which are Voting Members, would have annual dues of \$80.00. The amount of annual dues is subject to change by the Executive Committee. Continued membership is contingent upon timely payment of membership dues. The Executive Committee may waive the required annual dues on a case-by-case basis based on financial hardship upon a petition made to the Executive Committee by the person requesting a waiver.

(b) Meetings and Events. Members must attend the Annual Meeting of the Organization and attend or participate in at least four hours per year in other meetings, events and activities scheduled or promoted by the Organization. The Executive Committee may excuse attendance at the Annual Meeting for good cause upon application of a member. Participation in other meetings, events and activities shall include, but shall not be limited to, attending meetings of the Organization (other than the Annual Meeting), if any (such as, but not limited to, candidate or policy forums and Special meetings convened by the Committeeperson); attending meetings of committees of the Organization; participating in canvassing, phone or banking and other “get out the vote” activities sponsored by the Organization; and participating in fund-raising meetings and social activities sponsored by the Organization.

SECTION 2.05 Resignation and Termination. Any member may resign by filing a written resignation with the Secretary. Resignation shall not relieve a member of the responsibility to pay unpaid dues or other charges previously accrued. A member may have their membership terminated by the Executive Committee for non-payment of dues after forty-five (45) days from the due date, for failure to participate in the Organization through attendance at the Annual Meeting and participation in other meetings, events and activities as required under Section 2.04(b), or for conduct unbecoming a member or prejudicial to the aims of the Organization after notice and opportunity for a hearing are afforded the member.

SECTION 2.06 Meetings.

(a) Annual Meeting. An Annual Meeting of all General Members and Voting Members (the “Annual Meeting”) shall be held during the month of July of each year at a time and place designated by the Committeeperson. At the Annual Meeting, the Voting Members shall ratify selection of officers of the Organization and shall conduct such other business as may be determined by the Executive Committee. The Committeeperson shall send Notice of the Annual Meeting via email to each member at least 15 days prior to the date of the Annual Meeting.

(b) Special Meetings. The Committeeperson may from time to time convene Special meetings of the General Members and Voting Members. Notice of Special meetings shall be sent via email to each General Member and Voting Member at least three (3) days prior to such meetings.

(c) Quorum. Ten percent (10%) of all Voting Members shall constitute a quorum. In the event the absence of a quorum is suggested to the presiding Officer, no business shall be conducted without a quorum present.

## **ARTICLE 3**

### **Officers**

SECTION 3.01        Designation of Officers. The Officers of the Organization shall be the Committeeperson, the Deputy Committeeperson, the Secretary and the Treasurer.

SECTION 3.02        Appointment.

(a)        Except for the Committeeperson, the Officers of the Organization shall be appointed by the Committeeperson, with the advice and consent of the Voting Members. The Committeeperson shall propose the Officers at each Annual Meeting. An appointment shall have the consent of the Voting Members if a majority of Voting Members then eligible to vote on such appointment fail to vote to reject the appointment at the Annual Meeting.

(b)        If a majority of Voting Members then eligible to vote on an appointment vote to reject such appointment, then the Committeeperson shall appoint a second person for that position to submit to the Voting Members. If a majority of Voting Members who are eligible to vote on such appointment subsequently vote to reject such second person, then the Committeeperson shall select either of the two persons so appointed to serve in that position and that person shall be deemed to have the consent of the Voting Members.

(c)        No person may simultaneously serve as more than one Officer and there is no limit to the number of terms that a person may serve as an Officer.

SECTION 3.03        Term. Each Officer shall serve for a term of one year, or until their death, resignation or removal in the manner hereinafter provided or until such Officer's successor shall have been duly selected in accordance with this Article 3.

SECTION 3.04        Committeeperson. The Committeeperson shall be that person who is elected as ward committeeperson by the voters of the 40<sup>th</sup> Ward in accordance with Section 7-8(b) of the Illinois Election Code, 10 ILCS 5/7-8(b). The Committeeperson shall act as the principal executive officer of the Organization, shall be in general and active charge of the entire business and all the affairs of the Organization (subject to the Executive Committee), and shall see that all orders and resolutions of the Executive Committee are carried into effect. The Committeeperson shall chair the Voter Engagement Committee and the Outreach and External Affairs Committee, and shall serve on the Events and Fundraising Committee. The Committeeperson may sign, with any proper Officer of the Organization authorized by the Executive Committee, any contracts or other instruments or documents which the Executive Committee has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Committee or by these By-Laws or by statute, to some other Officer or agent of the Organization. The Committeeperson shall have the authority to veto any action of the Executive Committee, shall have the power to break any tie of the Executive Committee or the Voting Members, and shall have such other powers and duties consistent with the Illinois Election Code as may be prescribed by the Executive Committee or these By-Laws. The Committeeperson shall be the Organization's chief policy-making officer and have the powers and perform the duties incident to that position. The Committeeperson shall choose which political candidates the Organization will endorse and to whom the Organization will provide political support, with the advice of the candidate recommendation subcommittees of the Rules Committee as provided in Section 5.01 of these By-Laws. Notwithstanding the foregoing, the

following actions of the Committeeperson may be vetoed by unanimous vote of the Executive Committee (excluding the Committeeperson) and such veto may not be vetoed by the Committeeperson: removal of any officer, removal of any standing committee Chair, endorsement of a candidate contrary to the recommendation of a candidates recommendation subcommittee of the Rules Committee, and a determination not to endorse a candidate recommended by a candidate recommendation subcommittee of the Rules Committee.

SECTION 3.05        Deputy Committeeperson. The Deputy Committeeperson shall, in the absence of the Committeeperson, carry out the duties of the Committeeperson to the Organization, shall be in charge of precinct operations and shall have such other powers and duties as may be prescribed by the Executive Committee or these By-Laws. The Deputy Committeeperson shall serve on the Voter Engagement Committee. The Deputy Committeeperson’s duties with respect to precinct operations shall include, but shall not be limited to, ensuring that petitions are circulated, that literature is distributed, that volunteers are collecting data based on conversations with voters, and that a sound “get out the vote” Election Day operation is implemented.

SECTION 3.06        Secretary. The Secretary shall be responsible for ensuring records of the Executive Committee and Voting Member actions are kept, including the oversight of the taking of minutes at all Executive Committee meetings and meetings of Voting Members, sending out meeting announcements, distributing copies of minutes and the agenda to each Executive Committee member and Voting Member, as appropriate, and assuring that corporate records are maintained. The Secretary shall also ensure supervision of the proceedings of each committee and that full and complete records are kept.. The Secretary shall serve on the Rules Committee. The Secretary shall have such other powers and duties as may be prescribed by the Executive Committee or these By-Laws.

SECTION 3.07        Treasurer. The Treasurer shall be the chief financial officer of the Organization, shall supervise the charge and custody of all funds of the Organization, the deposit of such funds in the manner prescribed by the Executive Committee, and the keeping and maintaining of adequate and correct accounts of the Organization’s properties and business transactions, shall render reports and accountings as required. The Treasurer shall serve on the Events and Fundraising Committee. The Treasurer shall have such other powers and duties as may be prescribed by the Executive Committee or these By-Laws.

SECTION 3.08        Resignation and Removal.

(a) Any Officer may resign at any time by giving notice to the Executive Committee or the Committeeperson. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation of an Officer need not be accepted in order to be effective.

(b) Any Officer may be removed by the Committeeperson or by unanimous vote of the Executive Committee (excluding the Committeeperson) whenever in the judgment of the Committeeperson or the Executive Committee the best interest of the Organization would be served thereby.

SECTION 3.09        Vacancies. In the event of vacancy in any office, other than the Committeeperson, because of death, resignation, removal, incapacitation or otherwise, the

Committeeperson shall fill the vacancy by appointment from among the Voting Members for the unexpired portion of the term until the next Annual Meeting and a successor is appointed and qualified.

SECTION 3.10 Committeeperson Vacancy. In the event that the office of Committeeperson becomes vacant, the Executive Committee shall convene a Special Meeting at which the Voting Members shall elect a Committeeperson-elect. Any Voting Member of the Organization then in good standing may cast a vote in such election. The Deputy Committeeperson (or another Officer, in the event the office of Deputy Committeeperson is then vacant or if the Deputy Committeeperson has been elected as Committeeperson-elect) shall inform the Cook County Democratic Organization, in writing, of the name of the person who received the most votes cast and shall request that the State Central Committee ratify the choice made by the Voting Members. Upon the ratification by the State Central Committee, the Committeeperson-elect shall become the Committeeperson and acquire all the powers and duties as provided by these By-Laws until such time as a new Committeeperson is elected by the voters of the 40<sup>th</sup> Ward.

#### **ARTICLE 4** **Executive Committee**

SECTION 4.01 General Powers. The Executive Committee of the 40<sup>th</sup> Ward Democratic Organization (the “Executive Committee”) shall be responsible for the management, supervision and control of the affairs of the Organization. The Executive Committee shall carry out these By-Laws and establish policies necessary to achieve and fulfill the purposes of the Organization, and oversee the activities and programs which implement these policies. Each member of the Executive Committee may exercise voting privileges on a selection committee established under Article 5 of these By-Laws. The Executive Committee shall also give a report to the Voting Members at the meeting that should include, but is not limited to, a report on activities and committee meetings under their responsibility.

SECTION 4.02 Composition. The Executive Committee shall consist of the following eight (8) persons: the Committeeperson, the Deputy Committeeperson, the Secretary, the Treasurer, the Chair of the Rules Committee, the Chair of the Marketing Committee, the Chair of the Technology and Date Committee and the Chair of the Events and Fundraising Committee.

SECTION 4.03 Regular Meetings. The annual meeting of the Executive Committee shall be held at such time as may be provided in a resolution of the Executive Committee (or in the absence of such resolution, immediately prior to the Annual Meeting of the Organization), either within or without the State of Illinois, without prior notice, for the purpose of conducting any business which may properly come before the Executive Committee. The Executive Committee shall also meet quarterly for the purpose of carrying on the regular business of the Organization. The time of such quarterly meetings shall be set by the Committeeperson.

SECTION 4.04 Special Meetings. Special meetings of the Executive Committee may be called by or at the request of the Committeeperson. The person who calls a special meeting of the Executive Committee may fix any place, either within or without the State of Illinois, as the place for holding such special meeting. Notice of any Special meeting of the Executive Committee shall be given at least five (5) days prior thereto by written notice delivered personally or sent by mail or email

to each Executive Committee member. Any Executive Committee member may waive notice to him or her of any meeting. The attendance of an Executive Committee member at any special meeting shall constitute a waiver of notice of such meeting, except where an Executive Committee member attends such meeting for the express purpose of objecting to the transaction of any business because such meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any special meeting of the Executive Committee, need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these By-Laws.

SECTION 4.05        Presiding Officer. The Committeeperson or his designee shall preside over Regular and Special meetings of the Executive Committee and meetings of the General Members and Voting Members.

SECTION 4.06        Quorum and Manner of Acting. A majority of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee, unless otherwise provided for in these By-Laws. An act of a majority or supermajority of the Executive Committee members present at a meeting with a sufficient quorum shall be an act of the Executive Committee, except where otherwise provided by law or these By-Laws. In the event of a tie vote, the Committeeperson may cast an additional tie-breaking vote. The Committeeperson shall have veto power over any act of the Executive Committee.

SECTION 4.07        Informal Action. Any action required to be taken at a meeting of the Executive Committee or committee thereof, or any action which may be taken at a meeting of the Executive Committee or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be approved in writing by all of the Executive Committee members or all of the members of such committee, as the case may be.

SECTION 4.08        Attendance by Conference Telephone or Videoconference. Members of the Executive Committee or any committee of the Executive Committee, including a committee established by Article 5 of these By-Laws, may participate in and act at any meeting of such Executive Committee or committee through the use of a conference telephone, videoconference or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating for all purposes, including voting.

SECTION 4.09        Compensation. Executive Committee members shall serve without compensation for their services, but may be entitled to reimbursement of reasonable expenses incurred for their services as Executive Committee members in such manner as the Executive Committee allows.

SECTION 4.10        Ad Hoc Committees. The Executive Committee may, as it deems fit, establish or appoint ad hoc committees, the Chair thereof to be designated by the Executive Committee in the making of such appointments. The membership of each such committee shall include two (2) or more Executive Committee members and the majority of the membership of each such committee shall be Executive Committee members. Any committee member may be removed by the Executive Committee whenever in its judgment the best interests of the Organization are to be served by such removal.

SECTION 4.11 Advisory Committees. The Executive Committee may create one or more advisory committees or other advisory bodies and appoint persons to such advisory committees or bodies who need not be Executive Committee members. Such advisory committees or bodies may not act on behalf of the Organization or bind it to any action but may make recommendations to the Executive Committee or to the Officers. The Executive Committee may set such duties and adopt such rules as it deems appropriate for each Advisory Committee.

## **ARTICLE 5**

### **Standing Committees**

SECTION 5.01 Rules Committee. The Rules Committee is hereby established as a standing committee of the Organization. The membership of the Rules Committee shall consist of the Chair of the Rules Committee and the Voting Members who have been selected to serve on the General Candidates Recommendation Subcommittee and the Judicial Candidates Recommendation Subcommittee.

(a) Duties and Responsibilities. The Rules Committee shall have the following duties and responsibilities:

(1) Periodic review of these By-Laws and recommendation to the Executive Committee of amendments as may be deemed advisable to accommodate growth of the Organization's membership, responsibilities and programs.

(2) Oversight of legal matters of the Organization, including, without limitation, maintenance of the Organization in good standing as a not for profit corporation in the State of Illinois, maintenance of such books and records (other than financial records maintained by the Treasurer) and filing of such reports as may be required by applicable law, and acting as the primary liaison to such attorneys as the Organization may engage.

(3) Administration of the General Candidates Recommendation Subcommittee and the Judicial Candidates Recommendation Subcommittee.

(b) Subcommittees.

(1) General Candidates Recommendation Subcommittee. The Committeeperson shall select up to nine (9) Voting Members to serve on the General Candidate Recommendation Subcommittee, including the Chair of the Rules Committee, who shall be Chair of the General Candidates Recommendation Subcommittee, and one Vice Chair. Any committee member may be removed by the Committeeperson or by unanimous vote of the Executive Committee (excluding the Committeeperson) whenever in the judgment of the Committeeperson or the Executive Committee the best interest of the Organization would be served by such removal. This subcommittee shall have the following duties:

(a) Development and administration of processes for prospective candidates to present themselves to members of the Organization through candidate forums, questionnaires or other means, and administration of such



forums and collection and distribution of answers to such questionnaires to members;

(b) Development and administration of processes for collecting, reviewing and analyzing opinions of Voting Members on such prospective candidates; and

(c) Development of recommendations for endorsement on all elections held (in whole or in part) in the 40<sup>th</sup> Ward, other than judicial elections. By a majority of those present at a subcommittee meeting with a sufficient quorum, this subcommittee shall recommend a slate of candidates to be endorsed by the Organization. This recommendation shall be advisory to the Committeeperson for the purposes of slating and providing political support to candidates. On any matter in which the Committeeperson's weighted vote will be counted for purposes of slating, the Committeeperson may call a meeting at any time no less than ten (10) days before the date of slating.

(2) Judicial Candidates Recommendation Subcommittee. The Committeeperson shall select up to ten (10) Voting Members to serve on the Judicial Candidates Recommendation Subcommittee, with an emphasis on selecting attorneys, social workers, criminal justice academics and policy experts, and other professionals who have an intimate knowledge of the judicial system, including one Chair, who shall be the Chair of the Rules Committee, and one Vice Chair. Any committee member may be removed by the Committeeperson or by unanimous vote of the Executive Committee (excluding the Committeeperson) whenever in the judgment of the Committeeperson or the Executive Committee the best interest of the Organization would be served by such removal. This committee shall make recommendations for endorsement on all judicial elections held (in whole or in part) within the 40<sup>th</sup> Ward. By a majority of those present at a committee meeting with a sufficient quorum, this committee shall recommend a slate of judicial candidates to be endorsed by the Organization. This recommendation shall be advisory to the Committeeperson for the purposes of slating and providing political support to judicial candidates. On any matter in which the Committeeperson's weighted vote will be counted for purposes of slating, the Committeeperson may call a meeting at any time no less than ten (10) days before the date of slating.

SECTION 5.02 Events and Fundraising Committee. The Events and Fundraising Committee is hereby established as a standing committee of the Organization. Any Voting Member may choose to serve on this committee. The Events and Fundraising Committee shall be responsible for overseeing the Organization's overall fundraising, which includes working with staff to establish a fundraising plan for the organization. The committee shall also assist the Rules Committee in planning and executing candidate forums and other public events related to the Organization's process for general candidate and judicial candidate evaluations.

SECTION 5.03 Voter Engagement Committee. The Voter Engagement Committee is hereby established as a standing committee of the Organization. Any General Member or Voting Member may choose to serve on this committee. The Voter Engagement Committee shall be

responsible for overseeing the Organization's efforts to encourage voter registration, to contact registered voters in the 40<sup>th</sup> Ward, to distribute information and literature in support of Democratic candidates, to identify supporters of Democratic candidates among registered voters in the 40<sup>th</sup> Ward, and to encourage and maximize voter turnout on behalf of Democratic candidates. Members of the Voter Engagement Committee will be assigned one or more precincts within the 40<sup>th</sup> Ward for which they will be responsible for regular contact with voters within such precinct and for recruitment and supervision of volunteers to assist in the voter engagement functions of the Organization.

SECTION 5.04 Marketing Committee. The Marketing Committee is hereby established as a standing committee of the Organization. Any General Member or Voting Member may choose to serve on this committee. The Marketing Committee shall be responsible for overseeing the Organization's efforts to promote its activities and endorsed candidates, to attract, recruit and retain volunteers and members of the Organization, and to promote activism on behalf of Democratic candidates within the 40<sup>th</sup> Ward. The Marketing Committee is charged with producing, reviewing and disseminating promotional materials on behalf of the Organization and its endorsed candidates, and providing such political and marketing assistance to the Organization's endorsed candidates as such candidates may request, subject to the direction and oversight of the Executive Committee. The Marketing Committee is also responsible for issues programming, public relations and communication for the Organization. The Marketing Committee shall endeavor to increase the visibility of the Organization in the community through news releases, online media platforms, and other publicity.

SECTION 5.05 Technology and Data Committee. The Technology and Data Committee is hereby established as a standing committee of the Organization. Any General Member or Voting Member may choose to serve on this committee. The Technology and Data Committee shall be responsible for acquiring such rights to campaign software and other technological aids as may be necessary or advisable for conducting the Organization's voter engagement, marketing and fundraising efforts, for compiling and maintaining data regarding voting records, voter preferences and other information regarding registered voters in the 40<sup>th</sup> Ward, information regarding supporters of, and contributions made to, the Organization, information regarding volunteer efforts and time contributed by members and volunteers to the Organization, analysis of such data and formulation of data-based recommendations to the Executive Committee regarding the Organization's efforts and activities, and training of members and volunteers in the use of such apps, software and other technology as the Organization may elect to utilize in its voter engagement, marketing and fundraising efforts

SECTION 5.06 Outreach and External Affairs Committee. The Outreach and External Affairs Committee is hereby established as a standing committee of the Organization. The Committeeperson shall appoint such number of Voting Members to serve on the Outreach and External Affairs Committee as the Committeeperson deems advisable. The Committeeperson shall be the Chair of the Outreach and External Affairs Committee. The Outreach and External Affairs Committee shall develop and execute an outreach plan for the Organization's engagement with Aldermen, Committeepersons, regional stakeholders and elected officials throughout the City of Chicago (excluding the 40<sup>th</sup> Ward). The Committeeperson shall appoint a member of the Outreach and External Affairs Committee to serve as the 40<sup>th</sup> Ward designee to the Young Democrats of Cook County. Further, members of the committee shall assist the Committeeperson

in building strategic relationships with stakeholders outside of the 40th Ward, who can assist the Organization to accomplish its goals and objectives.

SECTION 5.07 Committee Chairs. The Committeeperson shall appoint a Chair to each standing committee except for the Outreach and External Affairs Committee and the Voter Engagement Committee, which shall be chaired by the Committeeperson. Each such Chair shall be a member of the Executive Committee, and shall have responsibility for directing and supervising the committee of which they are Chair. Any Chair may be removed by the Committeeperson or by unanimous vote of the Executive Committee (excluding the Committeeperson and such Chair) whenever in the judgment of the Committeeperson or the Executive Committee the best interest of the Organization would be served thereby

SECTION 5.08 Conflicts of Interest. No committee member shall participate in debate on, or vote on, any matter in which such committee member has a material interest. All material interests of committee members shall be disclosed in writing to the Committeeperson and to the Chair of the committee in which the matter in which the committee member has a material interest is presented for consideration at least three business days before such matter is considered. For purposes of these By-Laws, a “material interest” shall include the following:

- (a) An ownership interest of greater than 50 percent, or a controlling interest in management, of a business from which the Organization considers purchasing any product or service;
- (b) A family relationship with any person having an ownership interest or controlling interest in management described in clause (a), above;
- (c) A family relationship with any candidate for public office seeking or being considered for endorsement by the Organization;
- (d) A relationship as an employee, agent or contractor with a business from which the Organization considers purchasing any product or service or with a a candidate for public office seeking or being considered for endorsement by the Organization, from which income in excess of \$1,000.00 in a calendar year is derived or expected; or
- (e) The committee member is a candidate for public office seeking or being considered for endorsement by the Organization.

For purposes hereof, a committee member has a “family relationship” with a person in question if such person in question is a parent, child, spouse, sibling, uncle or aunt, or niece or nephew of such committee member, or if such person in question resides with the committee member and has joint ownership of the real estate in which they reside or of one or more common bank accounts aggregating in excess of \$250.00 average daily balance during the three months preceding consideration of the matter involving the person in question.

**ARTICLE 6**  
**Checks and Deposits**

SECTION 6.01        Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Organization shall be signed by the Treasurer, provided that if any such instrument is for an amount of Five Hundred Dollars (\$500.00) or more, it shall also be countersigned by the Committeeperson. All expenditures made thereby shall be authorized or ratified by action of the Executive Committee.

SECTION 6.02        Deposits. The funds of the Organization shall be deposited or kept with a bank or trust company doing business in the United States. Such funds shall be disbursed upon the order or orders of the Committeeperson or by a 2/3 majority vote of the Executive Committee.

**ARTICLE 7**  
**Records**

The Organization shall keep correct and complete books and records of account, and minutes of the proceedings of the Executive Committee, meetings of the Voting Members, meetings of standing committees, meetings of candidate selection committees established under Section 5.01 of these By-Laws, and meetings of ad hoc committees established by the Executive Committee.

**ARTICLE 8**  
**Fiscal Year**

The fiscal year of the Organization shall begin on January 1 and end on December 31 of each year.

**ARTICLE 9**  
**Gifts**

The Executive Committee may accept on behalf of the Organization any contribution, gift, bequest or devise for the general purposes or for any special purpose for which the Organization is organized.

**ARTICLE 10**  
**Proxies**

Any person entitled to vote on any matter hereunder (including Voting Members in good standing and members of the Executive Committee) may vote in person or by proxy executed in writing by the member or by that member's duly authorized attorney-in-fact. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

**ARTICLE 11**  
**Seal**

The Organization may, but need not, have a seal bearing thereon the name of the Organization. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided that the affixing of the seal to an instrument shall not give the instrument additional force or effect, or change the construction thereof, and the use of the seal is not mandatory.

**ARTICLE 12**  
**Parliamentary Authority**

SECTION 12.01 Source of Rules. The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with these By-Laws.

SECTION 12.02 Role of Parliamentarian. The Committeeperson or a person designated by the Committeeperson shall serve as the Parliamentarian of the Organization, and shall be the final arbiter of all questions of procedure.

**ARTICLE 13**  
**Dissolution**

Upon dissolution of the Organization, the Executive Committee shall, after paying or making provision for payment of all liabilities of the Organization, including the costs and expenses of such dissolution, dispose of all the assets of the Organization exclusively for the purposes of the Organization or distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organization to be selected by the Executive Committee. None of the assets may be distributed to any Officer of the Organization, any parent, sibling, spouse, child, niece or nephew (“Relatives”) of any Officer of the Organization, or any entity in which any Officer of the Organization or any Relative of any Officer of the Organization has a controlling interest or exercises management authority.

**ARTICLE 14**  
**Amendments**

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by 2/3 of the Executive Committee members present at any Regular meeting or at any Special meeting thereof, provided that the notice for the meeting includes the proposal for amendments. Such a proposed act of the Executive Committee shall be submitted to the Executive Committee in writing, at least ten (10) days before the meeting at which they are to be acted upon. Any such alteration, amendment, repeal or adoption by the Executive Committee shall not take effect until such an action is approved by a majority of Voting Members present at a meeting with a sufficient quorum.

**ARTICLE 15**  
**Enabling Provisions**

The Organization has been organized as of May 1, 2020, by filing with the Secretary of State of Illinois under the Illinois General Not for Profit Corporation Act. The following provisions shall govern the Organization until the Initial Annual Meeting, which shall be the first Annual Meeting of the Organization:

SECTION 15.01 Organizational Authority. The Committeeperson duly elected in the March 17, 2020 Democratic Primary shall have the authority to establish an initial Executive Committee by appointing the members thereof at any time prior to the Initial Annual Meeting.

SECTION 15.02 Authority of initial Executive Committee. The initial Executive Committee shall serve until appointment of such Officers and Chairs as comprise the Executive Committee at the Initial Annual Meeting. The initial Executive Committee shall have the authority to:

- (a) Adopt By-Laws of the Organization, including these By-Laws;
- (b) Establish the date, time and manner for conducting the Initial Annual Meeting consistent with these By-Laws; and
- (c) Accept dues on behalf of the Organization and establish and maintain a roster of General Members and Voting Members.

SECTION 15.03 Initial Annual Meeting. The Initial Annual Meeting shall be held on July 16, 2020, by such electronic means as the initial Executive Committee shall determine. The conduct of the Initial Annual Meeting shall be in accordance with these By-Laws. The Committeeperson shall provide over the Initial Annual Meeting. All General Members who meet one or more of the eligibility requirements for Voting Members set forth in Sections 2.01(a) through (d) of these By-Laws and who attend the Initial Annual Meeting shall be Voting Members, provided they have paid annual dues as provided in Section 2.04(a) of these By-Laws prior to the taking of any votes at such Initial Annual Meeting, and subject to removal of status as a Voting Member by the Executive Committee in accordance with the terms of this Section 2.03(b). The following matters shall be presented to the Voting Members present at the Initial Annual Meeting:

- (a) Ratification and adoption of these By-Laws;
- (b) Advice and consent on such appointments as shall be made and presented to the Voting Members in accordance with these By-Laws; and
- (c) Such other matters as the Committeeperson may elect to present to the Voting Members.