



Cathedral Area Preservation Association  
(CAPA) Bylaws; Joliet, Illinois

## **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. The organization shall strive to develop a prosperous community through education of historic preservation and promotion of respect for old homes.

## **ARTICLE III: BOUNDARIES**

The geographical boundaries of CAPA shall be 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.

## **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 geographical boundaries defined in Article III.

Section 2 - Non-voting membership in CAPA shall not be restricted to residency within the stated geographical boundaries of CAPA and thus shall be open to anyone who pays annual dues.

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 fourteen directors, five of whom shall be officers; President; vice-president; secretary; treasurer; and an at-large director, appointed by the president and approved by a majority vote of the directors.
- b) The remaining directors shall be comprised of six standing directors and four at-large directors.
- c) The immediate past president may hold a 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 two 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.
- (a) 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.
- (b) 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 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 the first Monday of each month, eleven times per year. If the first Monday of the month is a holiday, the meeting shall be on the following Monday. All CAPA board meetings

shall be open to the public. Exceptions may be made for issues related to personnel or litigation.

- (b) A minimum of seven board members shall be present in order to take official votes except when a two-thirds vote is required.
- (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.

#### 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 January for election of the board.
  - 2) A second semi-annual meeting shall be held in the fall to discuss general neighborhood topics of interest.
- (b) Special meetings may be called by the president or by concurrence of the board.

## **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 ex-officio member of all communities.
- 3) The president shall set the board meeting agendas and post them on the list serve and website.
- 4) The president 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.

#### **(b) Vice-President**

- 1) The vice-president shall perform duties of the president in his or her absence.
- 2) The vice-president shall also be in charge of planning and scheduling fundraising activities.
- 3) 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:**

b) The treasurer shall keep records of all funds and incomes of the organization.

c) The treasurer shall keep all monies belonging to the organization in the local bank accounts and shall disperse funds as directed by the board.

d) The treasurer shall make monthly reports of income, disbursements, and account balances to the board.

e) The treasurer shall make semi-annual reports to the membership.

f) The treasurer shall file all required financial data and make them available for bi-annual audit.

**(e) At-Large Director:**

3) An at-large director shall be appointed by the president and approved by a majority vote of the directors.

Section 2 – Directors

1) Directors (other than officers) shall chair committees as defined by the bylaws or 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.

4) Directors shall be responsible for providing newsletter content from their committees.

Section 3 – Standing Directors

**(a) Welcoming and Block Captains:**

1) The welcoming and block captains director shall obtain gifts for new homeowners, put together information packets for new neighbors, and deliver gifts and packets to block captains.

2) The welcoming and block captains directors shall recruit block captains, ensuring that each block in the Cathedral Area neighborhood has a block captain.

- 3) The welcoming and block captains director delivers fliers to block captains.

**(b) Newsletter:**

- 1) The newsletter director shall be responsible for writing, producing, and distributing the newsletter.
- 2) The newsletter director shall ensure that web content and newsletter content are consistent.
- 3) The newsletter director shall provide copies of the newsletter to the welcoming and block captains director for distribution.

**(c) Membership:**

The membership director shall keep membership lists updated, bill for annual dues and keep track of dues owed.

**(d) Housewalk:**

- 1) The housewalk director shall oversee the planning and facilitation of the housewalk and hold meetings as necessary to produce a successful event.

- 2) The housewalk director shall be responsible for filling positions on sub-committees.
- 3) The housewalk director shall prepare a yearly budget.
- 4) The housewalk director shall lead the search process for prospective homes.
- 5) The housewalk director shall serve as primary spokesperson for the housewalk.

**(e) Zoning:**

- 1) The zoning director shall monitor activities related to the zoning and status of properties in the Cathedral Area.
- 2) The zoning director shall be responsible for communicating information to the board about zoning issues.
- 3) The zoning director shall organize CAPA representation at City of Joliet zoning board of appeals meetings, whenever relevant issues are on the zoning board agenda.

**(f) Marketing:**

- 1) The marketing director shall develop press releases and other materials to promote and publicize the works, events, and news of CAPA to the public.
- 2) The marketing director shall coordinate the housewalk marketing subcommittee.

**Section 4 – At-Large Directors**

At large directors may be assigned to chair committees that address general purposes or special projects of CAPA.

**Section 5 - 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 days prior to the election at the January 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) Elections shall be conducted by secret ballot with provisions for absentee voting.
- (c) The procedure for conducting elections shall be submitted 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 agreement upon time period.
- (f) Amendments shall require a two-thirds vote of members in attendance for approval.

## **ARTICLE X: DISSOLUTION**

In the event of the dissolution of CAPA, remaining assets, after the satisfaction of all obligations of CAPA, shall be distributed to the Joliet Area Historical Museum, within the scope of internal revenue code.