

# By-Laws

Established October 22, 2019  
Amended March 2025



## ARTICLE 1. NAME, MISSION & FUNCTION

### SECTION I. NAME.

This organization shall be known as The Southwest Collective.

### SECTION II. MISSION.

The organization is an inclusive and welcoming group of civic-minded residents of Chicago's southwest side. We believe everybody should have a say in the future of their community and that institutional, economic, and linguistic barriers are preventing too many residents from participating in civic life. The mission of The Southwest Collective is to provide an open forum for southwest side residents to voice their concerns; hear new perspectives from their neighbors; learn about existing public resources; and launch economic, educational, and recreational initiatives that bring our various communities together.

### SECTION III. ORGANIZATION.

- 1.(a) This is a charitable organization and at all times and within such purposes, will operate exclusively for charitable, scientific and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- 2.(b) The organization is a nonprofit, membership corporation under the Illinois General Not For Profit Corporation Act of 1986, 805 ILCS 105.
- 3.(c) This organization may not take any action prohibited by the laws of Illinois. The Organization may not engage in any activities that do not further the Mission or its purposes as set forth in the Articles of Incorporation and these Bylaws. The Organization may not take any action that would be inconsistent with the requirements for an exemption under Section 501(c)(3) of the Internal Revenue Code and related regulations, rulings, and procedures.

## ARTICLE 2. MEMBERSHIP

### SECTION I. QUALIFICATIONS

The organization invites people who live in the greater Midway and Southwest Side areas. Anybody is welcome to join the group and attend the meetings. Members are established as such after attending three (3) or more monthly meetings consecutively, by joining the board or by becoming a group leader, or by spending 3 hours per month, for 3 consecutive months, volunteering with the organization in an approved capacity.

### SECTION II. DUES

Dues are not currently taken; however, as the organization grows, the organization may reassess this policy in order to fund initiatives such as voter registration drives, community outreach and similar efforts.

### SECTION III. MEMBERSHIP REVOCATION

The Board reserves the right to revoke membership for good and sufficient reasons. No membership should be revoked without an opportunity to present evidence before the Board as to why the membership should not be revoked.

### SECTION IV. MEMBERSHIP RESIGNATION

Any member can resign at any time; however, it is required to provide notice of up to 2 weeks ahead of the next monthly meeting, so the board can prepare to announce the seat or position as vacant. Any outstanding expenses needing reimbursement, or equipment requiring return or replacement, must be in process at the end of the 2-week notice period.



## ARTICLE 3. RESPONSIBILITIES OF VOTING MEMBERS

SECTION I. AS INDIVIDUALS. The voting members, acting in accordance with provisions in these bylaws, will be responsible for:

- 1.(a) Electing a Board to whom they delegate responsibility for the direction of the organization; and
- 2.
- 3.(b) Voting on matters requiring a Member vote, as determined by the Board.

## ARTICLE 4. BOARD

### SECTION I. QUALIFICATIONS

Directors and Officers will be voting Members who have consented to individual acceptance of responsibility to further the achievement of the mission of the organization.

### SECTION II. GENERAL POWERS AND NUMBER

1. (a) Management. The business, property and affairs of the organization will be governed by its Board.
2. (b) Number. There will not be fewer than five (5) and not more than seven (7) directors of the organization.

### SECTION III. RESPONSIBILITIES.

Responsibility for carrying on the work of the organization is delegated to those entrusted by the Board, and sometimes the Board itself. The Board may, by referendum, delegate responsibility for several of its duties and obligations to such Officer(s) or Committee(s) as it from time to time deems appropriate. As the leaders of the organization, the Board is responsible for taking reasonable steps to:

## 2022-3 BYLAWS

- 1.(a) Determine how the organization will carry out its mission through long and short-range planning
- 2.(b) Recruit, orient, and develop board members
- 3.(c) Evaluate its performance and overall performance of the organization in achieving the mission
- 4.(d) Establish, and adhere to, policies for the effective management of the organization
- 5.(e) Ensure that the organization's policies and practices reflect the organization's commitment to diversity
- 6.(f) Approve an annual operating budget and preserve operating funds and capital assets for the use and benefit of the organization
- 7.(g) Maintain accounting standards in accordance with generally accepted accounting principles consistently applied and maintain solvency
- 8.(h) Ensure operation is in compliance with applicable law

### SECTION IV. NOMINATIONS

Procedures for nomination of directors, as established in Articles 11 and 12 of these bylaws, will assure a board that is representative of the total membership of the organization.

### SECTION V. ELECTION, TERMS OF OFFICE, VACANCIES

- 1.(a) Election: New members of the board will be elected annually by voting members from candidates nominated according to provisions in Article 11 of these bylaws.
- 2.(b) Term of Office: Each director's term of office will be one (1) year. Each director will serve until his or her term expires and a successor is elected and qualified, or until his or her earlier resignation or removal. The date of the board meeting subsequent to the election will be the date on which the term of office begins and expires. No director may serve more than four (4) full terms in succession; however, a Board member may change their role (for example, from Secretary to Treasurer) without violating this clause.
- 3.(c) Vacancies and Partial Terms: The board may fill any vacancies occurring in the interim between annual elections from nominations made by the Organization. The person appointed to fill such a vacancy will serve the remainder of the term.

4.(d) Removal: Any director who does not fulfill the terms of the board of director's contract, as approved from time to time by the board, may be removed by two-thirds (2/3) vote of the board. Alternatively, a director forfeits their position on the board if they miss three (3) consecutive board meetings. The board in its discretion may waive this forfeiture requirement if the director can demonstrate exigent circumstances. When a director is removed or forfeits their position, their successor may be elected or appointed in accordance with this article to complete the term of their predecessor, at the discretion of the board.

5.(e) Conflict of Interest: Each Director will annually execute a conflict of interest statement as may from time to time be approved by the board and will adhere to the requirement of such statement. Their failure to do so will be cause for immediate removal from the Board.

6.(f) Salaries and Expenses. No Director will receive a salary or other compensation by reason of the fact that they are a Director, but will be entitled to reimbursement of reasonable expenses for travel, as deemed appropriate by the CFO and/or Board Treasurer, which will be budgeted and paid by the organization.

7.(g) Resignations: A director may resign at any time by sending a letter to the president. The president will notify the board of the resignation. The resignation is effective upon its receipt by the president or a subsequent time as set forth in the notice of resignation.

## ARTICLE 4A. SPECIAL ADVISORS TO THE BOARD

### SECTION I. AUTHORITY

The board may designate from time to time one or more categories of special advisors to the board on any subject(s) deemed by the board to be appropriate and helpful. The board may designate an honorary title for each such category, which may include "steward," paired with another descriptive designation. The board may designate the individuals who are to serve as special advisors.

SECTION II. QUALIFICATIONS.

A special advisor (i) will have such qualifications as may be fixed from time to time by the board in connection with their designation (ii) will have consented to act as such and to advise and assist the Board in furtherance of the mission of the organizaion and (iii) will execute such conflict of interest, confidentiality and non-disclosure agreements as determined by the Board or the Board Chair.

SECTION III. TERM. A special advisor will serve at the pleasure of the board.

SECTION VI. DUTIES. A special advisor will advise and assist the board with respect to the subject(s) mutually agreed upon.

SECTION V. PRIVILEGES. A special advisor may observe and participate in meetings of the board and committee meetings to the extent permitted by the board and the individual committees, provided that a special advisor will not be entitled to vote.

SECTION IV. SALARIES AND EXPENSES. A special advisor will not receive a salary or other compensation but will be entitled to reimbursement of reasonable expenses as deemed appropriate by the board, which will be budgeted and paid by the organization.

SECTION IIV. RESIGNATIONS. A special advisor may resign at any time by sending a letter to the president. The president will notify the board of the resignation. The resignation is effective upon its receipt by the president or a subsequent time as set forth in the notice of resignation.

SECTION IIIV. INDEMNIFICATION. The organization will indemnify special advisors to the same extent, and subject to the same requirements and limitations, as applicable to directors.



## ARTICLE 5. BOARD MEETINGS

### SECTION I. MEETINGS.

- 1.(a) Annual Meeting: The annual meeting of the directors may be held at such place, at such time as the board may determine. The annual meeting may be for the purpose of (i) receiving annual reports of the board, officers, and various committees; (ii) announcing results of elections of officers; and, (iii) transacting such other business as may come before the meeting.
- 2.(b) Regular Meetings: In addition to the annual meeting, the directors may have such other regular meetings, to be held no fewer than three (3) additional times per year at quarterly intervals, or as may be established by resolution of the board. Each regular meeting will be held at such place as the president or the board may specify.
- 3.(c) Special Meetings: Special meetings of the board may be called by the president or board at any time and place and will be called within five (5) days of a request in writing of the president or any director, such request specifying the purpose of the special meeting. No other business will be transacted at such special meeting.
- 4.(d) Emergency Meetings: The president or board may call an emergency meeting to discuss specific purposes as defined in the meeting notice. Reasonable notice must be given to the extent practicable.
  - a.(e) Executive Session: The board may go into executive session to discuss and vote on confidential or proprietary information or matters related to litigation or other legal matters. The board may at its discretion determine whether any staff members need to be present during such sessions.

### SECTION II. METHODS OF CONDUCTING A MEETING

Directors may participate in a meeting by, or conduct the meeting through the use of, any means of communication by which all participating directors may simultaneously receive each other's communications during the meeting.

### SECTION III. AGENDA.

The agenda will include matters of importance to the organization upon which the opinion of the board is desired. Directors attending such meetings will be provided with copies of the agenda, and a vote to approve or amend same will be the first order of business at all meetings, except in the case of special meetings.



## 2022-3 BYLAWS

### SECTION IV. NOTICE

A written notice of a regular or special meeting of the directors will be mailed, delivered personally, or sent by facsimile or electronic mail to each director who is entitled to attend the meeting at least five (5) days in advance thereof, and will indicate the time and place of the meeting. Notice for a special meeting will also include the purpose of such meeting. The board will direct the manner by which notice will be given.

### SECTION V. QUORUM

Fifty-one percent (51%) of the directors of the organization will constitute a quorum at meetings, but if less than a majority of the directors are present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

### SECTION VI. VOTING PROCEDURES

- 1.(a) All directors will be entitled to attend any meeting and will be entitled to vote on such matters pertinent to the organization and subject to a vote of the directors. Voting by proxy will not be permitted. Other persons may be invited to attend such meetings, but such persons will have no vote.
- 2.(b) Except in the case of elections where voting may be by ballot, voting at a meeting may be by ballot, voice, or show of hands as the chairperson of the meeting may rule, unless otherwise determined by the directors entitled to vote.
- 3.(c) Unless otherwise required by law, the articles of incorporation, or these bylaws, any question presented to a meeting of the directors at which a quorum is present will be determined by a majority of those actually voting.

### SECTION VII. MANNER OF ACTION

Except as otherwise provided in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present will be the act of the Board.

## SECTION VIII. PRESUMPTION OF ASSENT

A director of the organization who is present at a meeting of the Board at which action on any corporate matter is taken will be presumed to have assented to the action taken unless:

1. (a) that director's dissent is entered in the minutes of the meeting;
2. (b) that director files a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof; or
3. (c) that director forwards his or her written dissent by certified mail to the secretary of the organization immediately after the adjournment of the meeting.
4. (d) such right to dissent will not apply to a director who voted in favor of such action.

## SECTION IX. CONSENT WITHOUT MEETING

Any action required or permitted by the articles of incorporation, these bylaws, or any provision of law to be taken by the board at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, will be signed by two-thirds (2/3) of the directors then in office. Such consent will have the same effect as a vote of such directors and may be stated as such in any articles or documents filed with the State of Illinois.

# ARTICLE 6. OFFICERS OF THE ORGANIZATION

## SECTION I. OFFICERS

1. (a) Positions. The officers of the organization will be a chair of the board, one (1) or two (2) vice chairs, a secretary, and a treasurer. Additional officers may be added as the board may determine from time to time.
2. (b) Election. The board will elect the officers.
3. (c) Additional Officers. The board may elect one (1) or more assistant secretaries, and assistant treasurers, each of whom may be a director, and may also appoint such other officers, employees, and agents as they may deem necessary for the transaction of the business of the organization.

## SECTION II. DUTIES

- 1.(a) Board Chair. The Board Chair will preside at all meetings of the Board. They may appoint other presiding officers for other parts of meetings held at program sites. The Board Chair may sign, swear to, execute, file, certify or acknowledge any documents, instruments, agreements, articles, statements, certificates, or reports, required or permitted to be signed, sworn to, executed, filed, certified, or acknowledged by an officer of the organization. The Board Chair will ensure that the Executive Director's performance is evaluated annually by a performance review committee, consisting of a minimum of three directors appointed by the executive committee. The Board Chair will have such other powers and duties as may from time to time be prescribed by the bylaws or by resolutions of the board.
- 2.(b) Vice Board Chair. In the absence of the Board Chair or in the event of the Board Chair's death, resignation, inability, or refusal to act, the Vice Board Chair will perform the duties of Board Chair, and when so acting, will have all the powers of and be subject to all the restrictions upon the Board Chair. The Vice Board Chair will perform such other duties as from time to time may be assigned to the Vice Board Chair by the Board Chair or by the board.
- 3.(c) Executive Director. The Executive Director of the organization will be the principal executive officer of the organization and, subject to the oversight of the board, will supervise and oversee all of the business and affairs of the organization. The Executive Director will be a voting member of the board. The Executive Director will have authority, subject to such rules as may be prescribed by the board, to appoint such agents and employees of the organization as the Executive Director deems necessary; to prescribe their powers, duties, and compensation; and to delegate authority to them. Such agents and employees will hold office at the discretion of the Executive Director. The Executive Director will have authority to sign, execute, and acknowledge, on behalf of the organization, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents, or instruments necessary or proper to be executed in the course of the organization's regular business, or which will be authorized by resolution of the board; and, except as otherwise provided by law or the Board, the Executive Director may authorize any other officer or agent of the organization to sign, execute, and acknowledge such documents or instruments in the Executive Director's place and stead. In general, the Executive Director will perform all duties as may be prescribed by the board from time to time and will have authority to take such actions as will be reasonably necessary to carry out such duties.



## 2022-3 BYLAWS

4. (d) Secretary. The Secretary will serve as the secretary of the meetings. They will see that directors and voting members are properly notified according to procedures approved by the board. They will be responsible for keeping accurate minutes of such meetings, including a record of all actions taken. The Secretary may be assisted by recorders appointed by the Board Chair. The Executive Director may serve as Secretary.

5.(e) Treasurer. The Treasurer will provide oversight to ensure that the financial operations of the organization are managed effectively and efficiently, and that the funds of the organization are deposited in a bank designated by the board. They will see that an audit is conducted by a qualified auditor at the end of the fiscal year. The Treasurer will assure that a complete financial statement is presented at the annual meeting of the board, and that an annual budget is put forth and approved at the meeting of the board immediately preceding the commencement of the fiscal year for which the budget is being presented. The Treasurer, with guidance from the CFO or accounting firm, will assure that an annual audit is sent to the IRS as may be required. If a smaller membership on Board, Treasurer and CFO may be the one and the same, so long as day to day accounting is handled elsewhere.

6. (f) Assistants and Acting Officers. Assistant Secretaries and Assistant Treasurers, if any, selected by the board will perform such duties and have such authority as will from time to time be delegated or assigned to them by the Secretary or the Treasurer, respectively, or by the Board Chair or the board. The board will have the power to appoint any person to perform the duties of an officer whenever for any reason it is impracticable for such Officer to act personally. Such acting officer so appointed will have the powers of and be subject to all the restrictions upon the officer to whose office the acting officer is so appointed except as the board may by resolution otherwise determine.

7. (g) Appointments. The officers will be elected by the board at the annual meeting. They will serve a one (1) year term or until their successors are elected, provided that they are still Directors. They may be reelected for a maximum of one (1) additional term for a total of four (4) consecutive years in any one officer position.

## **ARTICLE 7. STAFF OF THE ORGANIZATION**

SECTION I. EMPLOYMENT. All staff will be employed according to policies established by the board.

SECTION II. MANAGEMENT. The management of the organization will be entrusted by the board to the Executive Director and to such other management staff as may be required.

## **ARTICLE 8. CONTRACTS, LOANS, CHECKS & DEPOSITS**

### **SECTION I. CONTRACTS.**

The board may authorize the Executive Director to enter into any contracts, to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of and on behalf of the organization. Such authority may be general or confined to specific instances but the appointment of any person other than an officer to acknowledge an instrument required by law to be acknowledged should be made in writing. When the Board authorizes the execution of a contract or any other instrument in the name of and on behalf of the Organization, without specifying the executing Officers, the Board Chair or the Secretary may execute the same. The Board will review and approve transactions or other contracts where there is a material financial commitment to spend Organization funds.

### **SECTION II. LOANS**

No loans will be contracted on behalf of the organization and no evidences of indebtedness will be issued in its name unless authorized by a resolution of the board. Such authority may be general or confined to specific instances.

### **SECTION III. 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, will be signed by two (2) officers or agents, of the organization and in such manner as will from time to time be determined by resolution of the board provided, however, that the board may authorize checks under a specified maximum amount to be signed by one (1) such person.

#### SECTION IV. DEPOSITS.

All funds of the organization not otherwise employed will be deposited from time to time to the credit of the organization in such banks, trust companies, or other depositories as the board may select.

## ARTICLE 9. INDEMNIFICATION

#### SECTION I. INDEMNIFICATION

The organization will indemnify its directors and officers against expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any actions or suits brought or threatened against them, including actions by or in the right of the organization, by reason of the fact that such person served as a director or officer of the organization, to the fullest extent provided by law.

#### SECTION II. LIABILITY INSURANCE

The organization will purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the organization, or is or was serving at the request of the organization as a director, officer, employee, or agent of another organization, partnership, joint venture, trust, or other enterprise against any liability asserted against them and incurred in any such capacity or arising out of their status as such, whether or not the organization would have the power to indemnify them against such liability under this bylaw.

## ARTICLE 10. FISCAL YEAR

#### SECTION I. FISCAL YEAR

The fiscal year of the organization will begin on January 1 and end on December 31.

## ARTICLE 11. GENERAL AMENDMENTS

#### SECTION I. BYLAW AMENDMENTS

These bylaws may be amended at any meeting of the board by a two-thirds (2/3) affirmative vote of the board.



## SECTION II. DISSOLUTION OR REORGANIZATION

Any action to dissolve the organization or to reorganize it must be passed by a two-thirds (2/3) affirmative vote of board present at two (2) meetings.

## SECTION III. DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the organization, the board will, after paying or making provision for the payment of all liabilities of the organization, board will distribute such assets exclusively for the purposes of the organization, in such manner, or to such local organization or organizations organized and operated exclusively for charitable or educational purposes, as will at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) as the Board will determine. Any of such assets not so disposed of will be disposed of by a court of competent jurisdiction in Cook County, Illinois exclusively for such purposes or to such local organization or organizations as said court will determine which are organized and operated exclusively for such purposes. In no event will any portion of such assets revert to or vest in any donor, incorporator, trustee, officer, agent, or custodian of the Organization or any private person or individual whomsoever.

# ARTICLE 12. MISCELLANEOUS PROVISIONS

- (a) If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision and the Bylaws will be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.
- (b) Signing. Any signature required by a Director may be physical or electronic unless otherwise required by law.
- (c) The headings used in these Bylaws are used for convenience and will not be considered in construing the terms of these Bylaws.

THESE BYLAWS WERE ADOPTED AT A DIRECTORS' MEETING  
ON THE 8TH DAY OF MARCH, 2025.

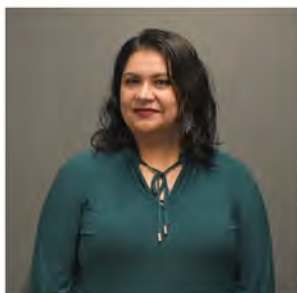


## BOARD MEMBERS

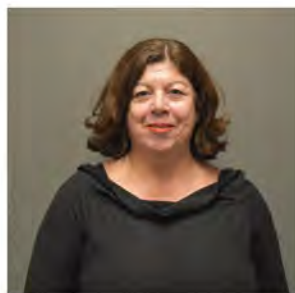
2025-6



Mayra Avila,  
Board Chair



Adriana Vargas,  
Board Vice Chair



Diane Ruiz, MBA  
Treasurer & CFO



Jaime Groth Searle,  
Executive Director



Renee Diaz  
Board Member



## STEWARDS & PARTNERS

2025-6



Rolando Favela  
Environmental  
Steward



José Luis Torrez  
Operations & Grants  
Advisor



Dixon Galvez-Searle  
Cycling Advocate

NOTE: Stewards take on an unpaid role as Special Advisors, while Partners are compensated as consultants for their time and focus on a specific issue that is often time-sensitive, and may require supervision of others. This is a guiding principle and is applied & reviewed on a case-by-case basis.