

26 August 2026

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To: Membership
 Old Town Triangle Association

From: Board of Directors

Re: Proposed Amendment to the "Bylaws of the Old Town Triangle Association"
 (as adopted 14 December 2024, Effective date January 2025)

Purpose

Further to our memorandum to OTTA membership dated 15 July 2026, the Board of Directors provides the following. For several years, the Board of Directors and general membership have recognized that there are "members" of the Association who are continuously involved in OTTA activities, committees, and events. These members are often recognized for their leadership qualities, professional skills, qualifications, special expertise, collaborative skills, time commitment, personal interest in future OTTA growth, knowledge of the OTTA practices, and their recognition of opportunities for fundraising. Unfortunately, these "members" cannot serve as Directors or Officers on the Board, or Committee Chairs, because they don't comply with the residency requirement of living within the Ogden/North Avenue/Clark Street "triangle" and therefore are not "Voting Members". In many cases, they reside near but just outside the Triangle. This Bylaws, Article I residency requirement prevents many "members" from becoming "Voting Members". Therefore, under the current Bylaws, these members are prevented from serving on the Board. This restriction has been discussed numerous times in the last year by the Board. The purpose of this amendment is to provide discreet recognition by the Board of key members of the Association by conveying "Voting Member" designation to them and the opportunity to serve as a Non-Officer Director or an Officer on the Board of Directors. The OTTA membership can be assured that all business conducted by the Board of Directors is in strict accordance with the Bylaws.

Process

The issue of a non-voting member's eligibility to join the Board of Directors was raised to the Board via email in April 2026. This issue was discussed at length in the 12 May 2026 Board meeting. To do this, the OTTA must amend Article III of the Bylaws. There are two paths to amending the Bylaws as currently stated in Article XIV: *Section One* - by the Board of Directors; or *Section Two* - by the Membership. We have chosen the path of *Article XIV, Section One*. The content of the proposed Amendment was reviewed at length by the Board in May-June 2026. The final content was agreed upon at the 14 July 2026 Board meeting. Notice of the proposed amendment was distributed to the membership on 15 July 2026 for a 30-day review by members, all in strict accordance with the Bylaws. The Board has reviewed all member feedback received to date. Since the 30-day review period concluded on 15 August 2026, the Board intends to vote on this proposed amendment at the regular, open Board meeting on 08 September 2026.

Proposed Amendment

In accordance with *Article XIV, Amendments to Bylaws, Section 1, Amendment by the Board of Directors*, the Board has prepared the following proposed amendment to the Bylaws, as indicated below in **red font**.

Extract from the current Bylaws:

ARTICLE I

Purposes

The purposes of the Old Town Triangle Association "Corporation" as stated in its certificate of incorporation are to improve the conditions of life, work, recreation, health and safety; to foster and develop a neighborhood plan; and to aid, assist and sponsor neighborhood activities in the area in the City of Chicago bounded by North Avenue, Clark Street and what was once Ogden Avenue.

ARTICLE III

Members

SECTION 1: MEMBER QUALIFICATIONS AND CLASSES OF MEMBERS. Upon receipt of an application and appropriate dues payment in accordance with Articles IX and XII herein, an applicant may become a member of the Corporation, and the Corporation shall have the following classes of members:

A. Voting Members. Any person, over 18 years of age, who is a resident of, or owner of real property within, or proprietor of a business within, or any corporate or partnership entity maintaining a place of business within, that part of the City of Chicago as defined in Article I, shall be eligible to become a Voting Member of the Corporation, and said eligible person shall become a Voting Member ninety (90) days after he or she first becomes a member or ninety (90) days after he or she renews his or her membership after any break exceeding thirty-one (31) days in said person's membership. A grace period of up to thirty-one (31) days will be provided to a Voting Member that renews his or her membership within such time frame, and the person will be considered a Voting Member during the entirety of such grace period. A range of addresses within the Old Town Triangle area is maintained in the registered office. Family memberships are entitled to 2 (two) Voting Members who meet the other requirement of Voting Membership.

An individual Member who does not meet the residency requirement of Article I may be designated a Voting Member, for the purpose of election to the Board of Directors, by a two-thirds majority vote of the Board of Directors at any regular meeting. This designation must be based on the Member's leadership qualities and continuing participation in Corporation business, involvement in Committee activities and events, and having demonstrated the fiduciary duties of care, loyalty and obedience. Such designation shall remain in effect for the term in office only. At all times the supermajority of the Board of Directors shall satisfy the residency, property ownership, or business proprietorship requirements of this section.

B. Non-Voting Members. Any individual or entity who does not meet the qualifications of a Voting Member is recognized and welcomed to become a Non- Voting Member.

C. Membership Types. The Board of Directors will, from time to time, establish the duration of membership, and set the dues payment terms, subject to the conditions relating to Voting and Non-Voting Members.

Except when the Board is meeting in Executive Session, Members of the Corporation of any class shall be entitled to attend meetings of the Board of Directors and, subject to the approval of the chair, may present new business to the meeting.

SECTION 2: VOTING RIGHTS. Each Voting Member shall be entitled to one vote on any matter submitted to a vote of the membership.

A voting right shall cease immediately whenever a Voting Member ceases to meet the eligibility requirements as set forth in Section 1 above, through reason of moving, sale of property or otherwise; provided, however, that voting rights will continue after non-payment of dues for the grace period set forth in Article 111, Section 1, Paragraph A. A Voting Member who becomes disqualified for a reason other than non-payment of dues, shall still continue as a Non-Voting Member through the period for which dues are paid. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Membership in this Corporation is not transferable or assignable.