

Naperville Senior Task Force Bylaws

The following rules of procedure are adopted by the Naperville Senior Task Force to facilitate the performance of its duties and the exercising of its powers.

ARTICLE I. NAME OF ORGANIZATION

The name of the organization is the Naperville Senior Task Force (NSTF).

ARTICLE II. PURPOSE

Section 1. Organization Purpose

The NSTF is organized exclusively to enhance the quality of life for Naperville seniors by supporting independent living, maintaining their health and well-being, educating them, and contributing to their sense of self-worth and community belonging.

Section 2. Specific Purpose

The NSTF researches available services to seniors, meets with seniors and their caregivers, and networks with senior service providers to identify missing services and gaps in delivery. The group members attend various city and community meetings and forums to learn about new opportunities for seniors and provide input on the relevance and value of such services or projects to the senior community. The NSTF keeps abreast of demographic data on seniors and works to improve their quality of life.

The specific objectives and purpose of this organization shall be:

- a. to provide information on health and safety concerns.
- b. to provide input and recommendations to the Naperville City Council on various planned senior projects.
- c. to provide opportunities for seniors to engage with others in meaningful seminars and workshops around relevant topics such as CPR, fraud, safety inspections, and affordable housing.
- d. to sponsor, host and/or participate in events and activities that promote senior health and wellness.

ARTICLE III. MEMBERSHIP

Section 1. General Powers

The affairs of the NSTF shall be managed solely by its members. Each member shall be eligible to offer input and recommendations to the NSTF on topics and projects presented.

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Section 2. Number, Tenure, Requirements and Qualifications

The number of members shall be at a minimum of nine (9) including the following officers: the two (2) Co-chairs, the Secretary, and the Treasurer.

Members shall serve a three (3) year term and are limited to two (2) consecutive terms.

Whenever possible, the terms of members shall be staggered so that all members' terms do not expire at the same time. The election of members will be held at a meeting of the Task Force when an opening arises.

It is preferred that the members reside or work in the greater Naperville area and have an awareness of services offered and a willingness to make a difference in the lives of seniors

Section 3. Election of Members

Applications are accepted as needed to fill vacant seats on the NSTF. Prospective members complete an application form and submit it to the Co-chairs. The Co-chairs review the application, arrange an interview with the prospective member and upon their recommendation, bring the applicant's information to the entire NSTF. After discussing the appropriateness of the applicant's qualifications, the NSTF votes on whether to accept the prospective member(s). New members must be approved by a majority vote of the members present and voting. No vote on new members of the NSTF shall be held unless a quorum of the members is present, as provided in Article IV, Section 5.

Section 4. Resignation of Members

Any member may resign by filing a written resignation with the Secretary with a copy to the Co-chairs. The resignation will become final once reviewed and accepted by the Co-chairs.

Section 5. Removal of Members

Any member of the NSTF may be removed with or without cause, at any time, by a vote of two-thirds of the members if in their judgment the best interest of the organization would be served thereby. Each member of the NSTF must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the NSTF shall automatically be removed from the office.

Section 6. Vacancies

Whenever any vacancy occurs in the NSTF it shall be filled without undue delay by a majority vote of the remaining members at a regular meeting. Vacancies may be created and filled according to specific methods approved by the NSTF.

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Section 7. Compensation

Members of the NSTF shall not receive any compensation for their services.

Section 8. Confidentiality

Members shall not discuss or disclose information about the organization or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the organization's purposes or can reasonably be expected to benefit the organization. Members shall use discretion and good business judgment in discussing the affairs of the organization with third parties.

Section 9. Advisors

From time to time, the NSTF may add individuals with specific expertise and professional knowledge to advise the members on issues important to the purpose of the NSTF. These individuals may attend meetings and participate in projects conducted by the NSTF. They shall not be considered members as defined by these Bylaws, and they are not entitled to vote on any matter considered at any meeting of the NSTF.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Regular Meetings

Regular meetings of the members shall be held monthly, at a time and place designated by the Co-chairs. Each member of the NSTF is expected to regularly attend meetings and contribute to the work of the task force.

Section 2. Annual Meetings

An annual meeting of the members shall take place in the month of September, the specific date, time, and location of which will be designated by the Co-chairs. At the annual meeting the members shall confirm the officers, receive reports on the activities of the group, and determine the direction of the NSTF for the coming year.

Section 3. Special Meetings

Special meetings may be called by or at the request of the Co-chairs or any two members. The person or persons authorized to call special meetings of the NSTF may fix the time and place for holding any special meeting called by them.

Section 4. Notice of Meetings

Notice of each meeting shall be given to each member, by electronic mail, not less than 48 hours prior to the meeting. The notice shall include an agenda for the meeting.

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Section 5. Quorum

A quorum for a meeting of the members shall consist of at least half plus one of the active members. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the NSTF, unless the act of a greater number of members is required by law or by these Bylaws.

Section 6. Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

Section 7. Parliamentary Procedure

The Co-chairs shall resolve any question concerning parliamentary procedure at meetings by reference to Robert's Rules of Order.

ARTICLE V. OFFICERS

The officers of the NSTF shall be the two (2) Co-chairs, the Secretary, and the Treasurer. All officers must have the status of active members of the NSTF.

Section 1. Co-chairs

The Co-chairs shall preside at all meetings of the members. They shall have the following duties:

- a. Preside at all meetings.
- b. Be responsible for active management of the business of the NSTF.
- c. Direct all other officers of this organization and see that their duties are properly performed.
- d. Submit a report of the operations of the program for the fiscal year to the members at the annual meeting, and from time to time, shall report to the NSTF all matters that may affect this program.
- e. Be responsible for setting the agenda for each meeting.
- f. Send notices of all meetings to the members.

Section 2. Secretary

The Secretary shall attend all meetings of members and will act as a clerk thereof. The Secretary's duties shall consist of:

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- a. Recording all votes and minutes of all proceedings in a book to be kept for that purpose. They, in concert with the Co-chairs, shall make the arrangements for all meetings, including the annual meeting of the NSTF.
- b. Performing all official correspondence as may be prescribed by the Co-chairs.

Section 3. Treasurer

The Treasurer shall attend all NSTF meetings. The Treasurer's duties shall consist of:

- a. Overseeing all matters pertaining to the NSTF's finances and budget.
- b. Ensuring the development and review of NSTF financial policies and procedures.
- c. Preparing the annual budget and presenting the budget at the NSTF monthly meetings.
- d. Approving the bills of the NSTF and recording all receipts and disbursements as part of the monthly budget.

Section 4. Election of Officers

The election shall be held at a meeting of the NSTF when an opening arises. Nominations shall be received from the floor, and officers shall be elected by a majority vote of the members present.

Section 5. Term and Term Limits for Officers

Those officers elected shall serve a term of two (2) years, commencing at the next meeting following the annual meeting. Officers shall be eligible to succeed themselves in their respective office for one (1) term only.

Section 6. Removal of Officer

The members may remove any officer with the concurrence of two-thirds of the members. No officer shall be removed without an opportunity to be heard and notice of such motion of removal shall be given to the members in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons for such removal.

Section 7. Vacancies

The members shall also be responsible for nominating persons to fill vacancies that occur between annual meetings, including those of officers. Nominations shall be sent in writing to the members at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold office for the unexpired term in respect of which such vacancy occurred.

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ARTICLE VI. COMMITTEES

Section 1. Committee Formation

The NSTF may create committees as needed, such as transportation, housing, education, collaboration, and health. Committee members may be community members who have an interest or expertise in the various committees established. The Co-chairs will appoint all committee chairs.

ARTICLE VII. – Conflict of Interest

Section 1. Purpose

The purpose of a conflict-of-interest policy is to protect the NSTF's interest when it is contemplating entering a transaction or arrangement that might benefit the private interest of an officer or member.

Section 2. Prohibited Activities

Members are expressly prohibited from actively promoting or advertising any product or service provided by any individual, company or non-profit organization.

ARTICLE VIII. IDEMNIFICATION

Section 1-6-1 of the Naperville Municipal Code statutorily requires the City to indemnify employees in the event any claim or action is instituted against an employee arising out of an act or omission occurring within the scope of his or her employment, except where the injury results from willful misconduct of the employee. For this section of the Municipal Code, "employee" is defined as an officer, member of a board, commission or committee, servant, or employee of the City of Naperville, whether compensated or not.

Members of the NSTF, advisors to the NSTF and individuals who assist the NSTF in carrying out its purpose are all considered volunteers for the City of Naperville. It is the opinion of the Naperville City Attorney that the City is responsible for indemnifying its volunteers in the event any claim or action is instituted against a volunteer arising out of an act or omission occurring within the scope of the volunteer's role, except where the injury results from willful misconduct of the volunteer. It should be noted that City volunteers are not covered by the City under the Illinois Workers' Compensation Act, like paid city employees are.

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ARTICLE IX. BOOKS AND RECORDS

The NSTF shall keep complete books and records of account and minutes of the proceedings of the meetings.

ARTICLE X. AMENDMENTS

The NSTF may amend these Bylaws by a vote of two-thirds of the members at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each member within the time and the manner provided for the giving of notice of meetings.

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ADOPTION OF BYLAWS

We, the undersigned, are all the members of this organization, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 7 preceding pages, as the Bylaws of this organization.

ADOPTED AND APPROVED by the membership on September 10, 2019.

AMENDED AND APPROVED by the Membership on July 20, 2021, January 16, 2024.

Nuzhat Chalisa

John Eckerle

John Gallagher

Marie Gianos

Shazia Khan

Lisa Kirchner

Gwenn Lloyd

Kathleen McGowan

Arlene Orr

Rob Williams