



AMERICAN INDIAN CENTER OF  
CHICAGO

3401 W. Ainslie St. | Chicago, IL 60625  
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**Bylaws of the American Indian Center, Inc.**

**Amended April 15, 2021**

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## **Article I Purpose**

The Corporation is organized and shall be operated to engage exclusively in charitable, educational, literary, and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law and referred to below as the "Code"), which includes, but is not limited to, promoting fellowship among American Indian people of all tribes in metropolitan Chicago, creating bonds of understanding and communication between American Indians and Non-Indians, advancing the general welfare of American Indians in community life, fostering the economic and educational advancement of American Indians, sustaining cultural, artistic, and avocational pursuits, and perpetuating American Indian cultural values.

## **Article II Limitations of Corporate Authority**

**Section 1.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Officers, Directors, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I above.

**Section 2.** Legislative or Political Activities. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code) and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. To the extent that Section 501(c)(3) of the Code is at any time amended to permit participation or intervention in a political campaign or to permit to a greater extent the carrying on of propaganda or otherwise attempting to influence legislation by an organization described in Section 501(c)(3) of the Code, the Corporation shall be authorized to carry on such activities to the extent permitted by Section 501(c)(3) of the Code.

**Section 3.** Operational Limitations. Notwithstanding any other provisions of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a Corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law). The Corporation may engage in any lawful act or activity for which Corporations may be organized under the Illinois General Not-For-Profit Corporation Act of 1986, as amended from time to time (the "Act").

**Section 4.** Dissolution Clause. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, literary, and/or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then

located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### **Article III Offices**

**Section 1.** Principal Office. The principal office of the Corporation shall be located in Cook County, Illinois at 3401 W. Ainslie St., Chicago, Illinois, or such other place as determined by the Board of Directors.

**Section 2.** Registered Office. The Corporation shall have and continuously maintain in the State of Illinois a registered office, and a registered agent whose office is identical with such registered office, as required by the Act. The registered office may be, but need not be, identical with the principal office in the State of Illinois, and the registered agent may be changed from time to time by the Board of Directors.

### **Article IV Members**

**Section 1.** Classes of Membership. There shall be two classes of Membership, Voting Members and At- Large Members.

(a) Voting Members. Voting Membership is open to any person who is/has:

- a. Recognition with a state or federally recognized American Indian tribe, Alaskan Native, Native Hawaiian, and First Nations OR
- b. Descendant of a tribe by proof of recognition of their parent(s) or grandparent(s) of a state or federally recognized American Indian tribe, Alaskan Native, Native Hawaiian, and First Nations
- c. And at least eighteen (18) years of age
- d. And who agrees to pay any and all dues as shall be determined by the Board of Directors, as set forth in Section 4 of this Article IV,
- e. And who agrees to be bound by these bylaws and any other rules or regulations of the organization.

Voting Members shall be entitled to one vote on any matters of the Corporation which shall properly come before the Members.

(b) At-Large Members. At-Large Membership is open to any interested person who agrees to pay any and all dues as shall be determined by the Board of Directors, as set forth in Section 4 of this Article IV, and who agrees to be bound by the Corporation's Articles of Incorporation, these bylaws, and any other rules or regulations as the Board of Directors may from time to time adopt (an "At-Large Member"). At-Large Members shall have no voting rights.

**Section 2.** Membership Cards. The organization shall provide for the issuance of cards evidencing Membership of the American Indian Center, in such form as shall be determined by the organization and these bylaws. The demographic information and tribal affiliation of each

Member and the date of issuance of the card shall be entered on the records of the organization. If any card should become lost, mutilated, or destroyed, a new card shall be issued by the organization.

**Section 3. Membership Dues.** Dues shall be in such amounts as shall be fixed from time to time by the Board of Directors. Annual dues shall be payable in advance by the first day of January in each calendar year. Annual dues paid after November 1st shall be credited toward the remainder of the calendar year in which such dues were paid and shall also be credited as the annual dues for the next calendar year.

**Section 4. Removal of Members.** Any Member may be suspended or removed from Membership by a vote of two-thirds (2/3) of the Directors present at a meeting of the Board of Directors at which a quorum is present for conduct detrimental to the interests of the Corporation, which shall include but shall not be limited to vandalism, verbal and/or physical abuse, alcohol and/or drug use on the Corporation's premises, theft and any other act as may be determined from time to time by the Board of Directors. Notice of the proposed suspension or removal of a Member shall be given by the Board of Directors in accordance with Article VI, Section 8 of these bylaws.

#### **Article V Meetings of the Members**

**Section 1. Annual Meeting.** An annual meeting of the Members shall be held on the second Saturday of February, at the American Indian Center, 3401 W Ainslie St., Chicago, Illinois, or at such other place and time as two-thirds (2/3) of the Board of Directors may from time to time by resolution designate, for the purpose of electing Directors pursuant to Article VI, Section 2 hereof and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members called as soon thereafter as may be convenient.

**Section 2. Special Meetings.** Special meetings of the Members may be called by the President, a majority of the Board of Directors, or by petition of not less than one-tenth of the Voting Members.

**Section 3. Notice of Meetings.** Written notice stating the place, day and hour of any meeting of the Members shall be delivered, either personally or by mail to each Member entitled to vote at such meeting, not less than five (5) nor more than sixty (60) days before the date of such meeting, or in the case of a removal of one or more Directors, a merger, consolidation, dissolution or sale, lease or exchange of assets not less than twenty (20) nor more than sixty (60) days before the date of such meeting, by or at the direction of the person or persons calling the meeting. In the case of a special meeting or when required by statute or by these bylaws, the purposes for which the meeting is called shall be stated in the notice. Only matters designated in the notice shall be considered at special meetings. If mailed, such notice shall be deemed to be delivered when it is deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Corporation, with postage prepaid.

**Section 4. Waiver of Notice.** Notice of a meeting of the Members need not be given to any Member at such meeting who submits a signed waiver of notice in person, whether before or after the meeting. In addition, the attendance of any Member at a meeting without, at the

commencement of the meeting, protesting the lack of notice of such meeting shall constitute a waiver of notice by that Member.

**Section 5.** Quorum. Members holding ten percent (10%) of the total votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the Members, a majority of the Members present at the meeting and entitled to vote may adjourn the meeting from time to time without further notice.

## **Article VI Board of Directors**

**Section 1.** General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

**Section 2.** Number and Qualification of Directors. The number of Directors shall be not less than 7 nor more than 11 Members, as established from time to time by the Board of Directors, the exact number to be determined without further amendment to these bylaws. At least seventy-five percent (75%) of the Members of the Board of Directors shall be Voting Members. Directors need not be residents of Illinois.

**Section 3.** Terms of Directors.

- (a) Directors shall be nominated by the Nominating Committee and elected by the Voting Members at each annual meeting of the Members. Each Director shall serve for a term of three (3) years and until their successors shall have been elected and qualified or until any such individual resigns, is removed as a Director or until the Corporation dissolves, whichever occurs first. The Board of Directors shall be divided into three approximately equal classes, each serving terms until the third annual meeting of the Board of Directors following their election and until their successors shall have been elected and qualified. Notwithstanding the first sentence of this Article VI, Section 3, Members shall be permitted to submit write-in candidates as nominees to the Board of Directors pursuant to such procedures as shall be determined by the Board of Directors.
- (b) Any newly created Directorships or any decreases in Directorships shall be so apportioned among the classes as to make all classes as equal or as nearly as equal in number as possible. When the number of Directors is increased by the Board of Directors and any newly created Directorships are filled by the Board of Directors pursuant to Section 13 of this Article VI, the Board of Directors may classify the additional Directors into any one of the three classes at the time of such additions or wait until the next annual meeting of the Board of Directors to classify additional Directors.

**Section 4.** Resignation; Removal. Any Director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Such resignation shall be effective when notice is delivered unless otherwise specified in the notice. Any Director may be removed, with or without cause, by the affirmative vote of two-thirds (2/3) of the Voting Members present and voted at a meeting of the Members, called for such purpose, at which a quorum of ten percent (10%) of the Voting Members is present. No special meeting of the Members may remove a Director unless written notice of the proposed removal is delivered to all Members entitled to vote at least twenty (20) days prior to such meeting. Only the named Director or Directors may be removed at such meeting.

**Section 5.** Attendance; Use of Conference Phone. Any Director absent from two (2) consecutive meetings of the Board of Directors, whether regular or special meetings, may, irrespective of the reason be removed from his or her position as a Director pursuant to Section 4 of this Article VI unless the absence is due to serious illness of self, or a family Member and the Director is the primary care provided of the patient. Proof of the cause of absence, in writing, must be provided to the Board of Directors immediately upon return. Participation through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other constitutes attendance at a meeting of the person or persons so participating [Directors shall be limited to a maximum of three (3) meetings per year attended by conference call.] February 2012.

**Section 6.** Regular Meetings. Regular meetings of the Board of Directors shall be held [once in each calendar month and shall be open to the community. Regular meetings of the Board of Directors shall be held a minimum of six (6) times a year, alternating every other calendar month and shall be open to the community, The Board of Directors shall have the authority to call additional meetings as needed to carry out the business of the Corporation.] February 2012

**Section 7.** Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any five (5) Directors and shall be open to the community. A special meeting of the Board of Directors may be closed to the community by a vote of a majority of the Directors present at a special meeting of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them.

**Section 8.** Notice. Notice of any meeting of the Board of Directors shall be given in accordance with these Bylaws at least five (5) days in advance thereof by notice delivered personally, or sent by mail, facsimile, or other electronic medium as appropriate, to each Director at the addresses as shown for such Director on the records of the Corporation, or by orally conveying such notice to the Director in a telephone call. If mailed, such notice shall be deemed to be delivered five (5) days after deposit in the United States mail in a sealed envelope so addressed, with postage thereon prepaid.

**Section 9.** Waiver of Notice. Any Director may waive notice of any meeting. In addition, the attendance of any Director at a meeting without, at the commencement of the meeting, protesting the lack of notice of such meeting shall constitute a waiver of notice by that Director.

**Section 10.** Quorum. One-third (1/3) of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided, that if less than a one-third (1/3) of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**Section 11.** Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law, by the Articles of Incorporation, or by these bylaws.

**Section 12.** Informal Action by Directors. Any action required to be or that may be taken at a meeting of the Board of Directors of the Corporation may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors

entitled to vote with respect to the subject matter thereof. A consent in writing can be provided by electronic means, including email and facsimile.

**Section 13.** Vacancies. Vacancies occurring on the Board of Directors, or any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. Directors elected to the Board of Directors pursuant to this Section 13 shall have been first presented as candidates for nomination by the Nominating Committee. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Vacancies on the Board of Directors may be filled by the vote of a majority of a quorum of the Board of Directors at any duly held meeting or if the number of Directors, then in office is less than a quorum, the vacancy may be filled by the affirmative vote of a majority of the remaining Directors at a duly held meeting.

**Section 14.** Compensation. Directors shall not receive remuneration for services as a Director. No Director while serving on the Board of Directors of the Corporation may be a paid employee of the Corporation.

**Section 15.** Associate Board. The Board of Directors may create an Associate Board of Directors which Members shall serve as professional advisors and liaisons. Members of the Associate Board of Directors shall hold office for a one-year term and may be reappointed. The Associate Board may not act on behalf of the Corporation or bind it to any action but may make recommendations to the Board of Directors or to the Officers.

## **Article VII Officers**

**Section 1. Officers.** The Officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, a Sergeant at Arms, and an Executive Director and such other Officers as may be elected or appointed by the Board of Directors. Officers whose authority and duties are not prescribed by these bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person. All Officers, except for the Executive Director, shall be elected from among the Directors of the Corporation then in office.

**Section 2.** Election and Term of Office. The Officers of the Corporation shall be elected annually by the Board of Directors at the first regular meeting of the Board of Directors to be held after the annual meeting of the Members. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Officers shall hold office for a period of one (1) year or until their successors shall have been duly elected and qualified and may be removed by the Board of Directors pursuant to Section 3 of this Article VII. Vacancies may be filled, or new offices created and filled at any meeting of the Board of Directors. Each officer may be reelected for additional terms.

**Section 3.** Removal. Any officer elected or appointed by the Board of Directors may be removed, with or without cause, by the vote of the majority of the Board of Directors at any meeting of the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to contract rights, if any, of the person removed. Notice of a proposed removal of an Officer shall be given to the Board of Directors prior to any meeting of the Board of Directors in accordance with Article VI, Section 8 of these bylaws.

**Section 4.** Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5.** President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He or she may execute any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors authorizes to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation or shall be required by law to be otherwise signed or executed. The President shall be the chairperson of the Board of Directors and shall preside at all meetings of the Board of Directors and perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 6.** Vice-President. The Vice-President shall assist the President and perform such other duties as may be assigned to him or her by the Board of Directors. The Vice-President shall assume the duties of the President should the President not be able to fulfill the role due to absence [or] illness, resignation, or removal from office. In the case of resignation or removal from office, the Vice President shall assume the duties of the President until the next Board meeting when a vote to fulfill the position of president shall be taken.] February 2012

**Section 7.** Treasurer. The Treasurer shall be the principal accounting and financial officer of the Corporation. He or she shall have charge of and be responsible for the maintenance of adequate books of accounts for the Corporation; shall prepare a complete report for each regular meeting of the Board of Directors, including but not limited to a balance sheet and income and expense sheet for the period elapsed since the last report; have charge and custody of funds and securities of the Corporation, and be responsible therefor, and for the receipt and disbursement thereof; and perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors. The Treasurer may delegate to the Executive Director the carrying out of particular duties or responsibilities with respect to the monies of the Corporation and the administration and expenditure thereof, but in any event shall supervise the carrying out of such duties or responsibilities.

**Section 8.** Secretary. The Secretary shall attend all meetings of the Members and all meetings of the Board of Directors and shall keep minutes of such meetings in one or more books provided for that purpose; shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; shall be custodian of the corporate records; shall keep a register of the post office address of each Member which shall be furnished to the Secretary by such Member; and in general shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

**Section 9.** Sergeant at Arms. The Sergeant at Arms shall perform such duties as pertain to the position of Sergeant at Arms as may be assigned to him or her from time to time by the President or the Board of Directors.

**Section 10.** Executive Director. The Executive Director shall be the general manager and fiscal agent responsible for administration of the Corporation's programs, finances, funding development, and personnel within the framework of the policies, principles and practices established by the Board of Directors. The Executive Director's duties shall include but are not

limited to staffing, job classification and other responsibilities incident to a chief executive officer of a business Corporation. He/she shall employ and discharge such staffing as he/she deems necessary in accordance with budget provisions and personnel policies and practices authorized by the Board of Directors. He or she shall be responsible for the administrative management of the affairs of the Corporation subject to the approval of and direction of the Board of Directors and shall be responsible to work within an approved budget established by the Board of Directors. In the absence of a resolution to the contrary, the Executive Director shall be authorized to enter into contracts with a value not to exceed \$1,000. The Executive Director shall report to the President, shall attend all meetings of the Board of Directors, shall make, and prepare a complete report for each regular meeting of the Board of Directors, and shall sit as an ex-officio Member of all committees.

**Section 11.** Bond. The Board of Directors may, at its discretion, require any Officer or employee of the Corporation to give a bond in a sum and with one or more sureties satisfactory to the Board of Directors, conditioned upon the faithful performance of the duties of his or her office and for the restoration of the Corporation in case of death, resignation, retirement or removal from office of all papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.

### **Article VIII Committees**

**Section 1.** Committees Generally. The Board of Directors, from time to time, may establish committees, and appoint Directors or other persons as the Board of Directors designates to serve on such committees to consider such questions, conduct such analyses, make such recommendations, and perform such other functions as the Board of Directors may request. Each Board Committee shall have two or more Directors. The majority of the Members of each and every Board Committee shall be Directors and all Members of the Executive Committee shall be Directors. Non-Director Voting Members and Non-Director At-Large Members may be eligible to serve on any committee other than the Executive Committee. The Executive Director shall sit as an ex-officio Member of all committees. All acts of any committee shall be subject to the approval of the Board of Directors.

**Section 2.** Permitted Scope of Action. Each committee may exercise only such authority that the Board of Directors grants to it. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual, or any responsibility imposed upon it or him or her by applicable law. However, in no event no committee may:

- (a) Adopt a plan for the distribution of the assets of the Corporation, or for dissolution;
- (b) Fill vacancies on the Board of Directors or on any of its committees;
- (c) Elect, appoint or remove any Officer or Director or Member of any committee, or fix the compensation of any Member of a committee;
- (d) Adopt, amend, or repeal the bylaws or the Articles of Incorporation;
- (e) Adopt a plan of merger or adopt a plan of consolidation with another Corporation, or authorize the sale, lease, exchange, or mortgage of all or substantially all of the property or assets of the Corporation; or

- (f) Amend, alter, repeal, or take action inconsistent with any resolution or action of the Board of Directors when the resolution or action of the Board of Directors provides by its terms that it shall not be amended, altered, or repealed by action of a committee.

**Section 3.** Quorum, Manner of Acting. Unless the appointment by the Board of Directors requires a greater number, a majority of any committee shall constitute a quorum, and a majority of committee Members present and voting at a meeting at which a quorum is present is necessary for committee action. All action by committees shall be taken at a meeting of the committee.

**Section 4.** Telephonic Meetings. Committee Members may participate in and act at any meeting through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Such participation shall constitute attendance and presence in person at a meeting of the person or persons so participating.

**Section 5.** Chairperson. Unless otherwise provided in these bylaws or a committee's charter, if applicable, the Board of Directors shall appoint a chairperson to preside at the first meeting of each committee at which time a regular chairperson shall be elected by the Membership of the committee.

**Section 6.** Term of Office. Committee Members shall serve at the pleasure of the Board of Directors.

**Section 7.** Vacancies. Vacancies in the Membership of any committee or advisory Board may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 8.** Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors. Committees may form sub-committees.

**Section 9.** Records. Each committee shall be charged with keeping accurate records of its meetings and financial affairs and shall report the same to each regular meeting of the Board of Directors or as otherwise directed by the Board of Directors.

**Section 10.** Board Committees. The Board Committees of the Corporation shall consist of the committees listed below in this Section 10 of Article VIII.

- (a) Executive Committee. The Executive Committee shall be comprised of the President, Vice-President, Treasurer, Secretary, and Sergeant at Arms. The Executive Director shall serve as an ex- officio Member of the Executive Committee. The Executive Committee shall have all of the authority of the Board of Directors in the management of the Corporation, subject to Section 2 of this Article VIII above, shall be empowered to act for the Corporation between meetings of the Board of Directors and in matters of emergency, to the same extent the Board of Directors would be authorized to act pursuant to these bylaws, subject to Section 2 of this Article VIII.
- (b) Finance Committee. The Finance Committee shall assume the primary responsibility of providing the Corporation, and its Board of Directors with recommendations as to the

financial affairs of the Corporation. Rules of compensation, records, rules, authority, and quorum applicable to all other committees shall apply to the Finance Committee except that the Treasurer of the Board of Directors shall be Chairperson of the Finance Committee. The responsibilities of a Finance Committee shall include, but not be limited to, the following: (i) review monthly finance reports received from the bookkeeping staff and report to the Board of Directors the financial operation and condition of the Corporation; (ii) oversee and make recommendations concerning financial affairs and investments; (iii) participate with and assist the Executive Director in the preparation and implementation of the annual budget of the Corporation, including the making of recommendations to actions necessary to achieve and maintain a balanced budget; and (iv) develop, in conjunction with the Executive Director, bookkeeping staff, and any fundraising committee, projections, plans and programs to provide for the continued financial well-being of the Corporation.

**Section 11. Advisory Committees.** The Board of Directors may create and appoint persons to one or more advisory committees or other advisory bodies. The chairperson of each advisory committee shall be a Director. All other Members of any such advisory committee may, but need not be, Directors. Such advisory committees or bodies may not act on behalf of the Corporation or bind it to any action but may make recommendations to the Board of Directors or to the Officers. The Advisory Committees of the Corporation may include, but are not limited to, those listed below in this Section 11 of Article VIII.

- (a) **Nominating Committee.** The Nominating Committee shall assume the primary responsibility of 1) assisting the Board of Directors by identifying qualified candidates for Director, and 2) recommending to the Board of Directors Director nominees for election by the Voting Members at the next annual meeting of the Members or in the case of new Directorships or vacancies by the Board of Directors at a meeting of the Board of Directors. The Nominating Committee shall adopt a committee charter, subject to review and approval by the Board of Directors.
- (b) **Personnel Committee.** The Personnel Committee shall assume the primary responsibility of providing the Corporation and its Board of Directors with recommendations as to personnel policies and procedures to be established or amended to further the operational efficiency of the Corporation's staff. Specifically, the Personnel Committee would be responsible for providing the Board of Directors with recommendations concerning the development and administration of the personnel policy of the Corporation, including but not limited to salary guidelines; fringe benefits; staff development and training; recruitment of new staff; evaluation of existing staff; staff grievance procedures and employee relations. In the administration of grievance procedures only, the Executive Director shall not sit as an ex-officio Member of the Personnel Committee.
- (c) **Program Services Committee.** The Program Services Committee shall assume the primary responsibility of providing the Corporation and its Board of Directors with recommendations as to the development and administration of the programs and services of the Corporation. Specifically, a Program Services Committee would be responsible for providing the Board of Directors with recommendations for the development and administration of all the various programs and services provided by the Corporation, including but not limited to the assessment of community needs; the development of long and short range program services action goals and objectives;

monitoring program services progress towards stated goals and objectives; enhancement of existing programs and services; development of new programs and services; appraisal and evaluation of program services and community needs in relation to the financial ability of the Corporation to provide services.

- (d) Fundraising Committee. The Fundraising Committee shall assume the primary responsibility of providing the Corporation and the Board of Directors with recommendations as to the administration and development of the actual and potential financial resources of the Corporation, including, but not limited to the areas of annual fundraising campaigns, planned giving, donor solicitation, capital development, public and private grant solicitation and the establishment of endowment, building, or other specifically restricted funds. In addition, a Fundraising Committee would participate in the planning, performance, and evaluation of the fundraising activities of the Corporation and contribute to the preparation of the Annual Budget of the Corporation. Sub-committees of the Fundraising Committee may be established by the Committee to organize and oversee specific fundraising activities.
- (e) Public Relations Committee. The Public Relations Committee shall assume the primary responsibility of providing the Corporation and its Board of Directors with recommendations pertaining to the public relations of the Corporation, including, but not limited to the promotion of the positive image of the Corporation, its programs and activities, staff, Membership, and community. The Public Relations Committee shall select a chairperson capable of acting as an effective spokesperson for the Corporation in conjunction with the Executive Director and the President. The Public Relations Committee will coordinate its activities with the needs and recommendations of the Executive Director and the various other committees of the Board of Directors and will develop public relations and marketing strategies and tactics, materials, and events to support, promote and develop the Corporation. The Public Relations Committee will develop and cultivate media contacts to further its activities and to assure that the viewpoints of the Corporation are fairly and accurately presented by the media. Responses to media coverage, press releases, and follow-up contacts and materials will be the responsibility of the Public Relations Committee. In conjunction with the appropriate other committee, program, or staff person, the Public Relations Committee will respond to inquiries concerning the Corporation.
- (f) Building Committee. The Building Committee shall assume the primary responsibility of providing the Corporation and its Board of Directors with recommendations as to the maintenance and utilization of the premises of the Corporation and the protection of the capital investment of the Corporation. The Building Committee will be responsible for recommendations pertaining to the establishment of procedures and policies for the regular inspection and evaluation of the premises of the Corporation and its development, establishment of maintenance and replacement schedules for the premises and equipment, Municipal Building Code compliance, sanitation procedures and safe operation of the premises of the Corporation. Further, the Committee would assist in the preparation of the relevant portions of the Annual Budget.
- (g) Membership Committee. The Membership Committee shall assume the responsibility of enrolling new Members and supervising the maintenance of Membership records.
- (h) Bylaws Committee. The Bylaws Committee shall assume responsibility for maintaining and interpreting the bylaws and assist in the amendment of the bylaws when

necessary.

### **Article IX Director Conflict of Interest**

**Section 1.** If a transaction is fair to the Corporation at the time it is authorized, approved, or ratified, the fact that a Director of the Corporation is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.

**Section 2.** In a proceeding contesting the validity of a transaction described in Section 1 above, the person asserting validity has the burden of proving fairness unless (i) the material facts of the transaction and the Director's interest or relationship were disclosed or known to the Board of Directors or committee consisting entirely of Directors and the Board or committee authorized, approved or ratified the transaction by the affirmative votes of a majority of disinterested Directors, even though the disinterested Directors be less than a quorum; or (ii) the material facts of the transaction and the Director's interest or relationship were disclosed or are known to the Members entitled to vote, if any, and they authorized, approved or ratified the transaction without counting the vote of any Member who is an interested Director.

**Section 3.** The presence of the Director, who is directly or indirectly a party to the transaction described in Section 1 above, or a Director who is otherwise not disinterested, may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction.

**Section 4.** For purposes of this Article, a Director is "indirectly" a party to a transaction if the other party to the transaction is an entity in which the Director has a material financial interest or of which the Director is an officer, Director or general partner.

### **Article X Limited Liability of Directors and Officers and Persons who Serve Without Compensation**

To the maximum extent permitted by the Act, and by any subsequent Illinois not for profit law, no Director, Officer, or other persons who render service to the Corporation without compensation, other than reimbursement for actual expenses, shall be liable, and no cause of action may be brought, for damages resulting from the exercise of judgment or discretion in connection with the duties and responsibilities of such persons unless the act or omission involved willful or wanton conduct. As used in this Article X hereof, "willful and wanton conduct" means a course of action which shows an actual or deliberate intention to cause harm or which, if not intentional, shows an utter indifference to or conscious disregard for the safety of others or their property.

### **Article XI Indemnification and Insurance**

**Section 1.** Indemnification. The Corporation (i) shall indemnify any person who at any time is or shall have been a Director or Officer of the Corporation or is or shall have been serving at the request of the Corporation as a Director or officer of another Corporation, partnership, joint venture, trust or other enterprise ("Another Entity"), and (ii) the Corporation may, by resolution of its Board of Directors, indemnify any person who at any time is or shall have been an employee or agent of the Corporation or is or shall have been serving at the request of the

Corporation as an employee or agent of Another Entity, in each case, in accordance with and to the fullest extent permitted by the Act and by any subsequent Illinois not for profit Corporation law, in each case as the same now exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Corporation was permitted to provide prior to such amendment).

**Section 2.** Authorization of Indemnification. Any indemnification under this Article XI shall be made by the Corporation only as authorized in the specific case, upon a determination that the indemnification of the present or former Director, Officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 3 of this Article XI. Such determination shall be made (a) by the majority vote of the Directors who are not parties to such action, suit, or proceeding, even though less than a quorum; (b) by a committee of Directors designated by a majority vote of the Directors, even though less than a quorum; or (c) if there are no such Directors, or if the Directors so direct, by independent legal counsel in a written opinion.

**Section 3.** Standard of Conduct. In actions other than an action by or in the right of the Corporation, the standard of conduct is that a person shall have acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. In actions by or in the right of the Corporation to procure a judgment in its favor, the standard of conduct is if a person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided that no indemnification shall be made in respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in performing his or her duty to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Notwithstanding anything in this Article XI to the contrary, the Corporation shall indemnify a person described in Section 1 hereof in connection with a Proceeding (or part thereof) initiated by such person only if such Proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

**Section 4.** Advance Payments. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this Article XI.

**Section 5.** Non-Exclusivity and Continuation. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested Directors, or otherwise and shall continue as to a person who has ceased to be a Director, Officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

The provisions of this Article XI shall be applicable to all actions, suits or claims or other proceedings ("Proceedings") commenced or continuing after its adoption, whether such arise

out of events, acts or omissions which occurred prior or subsequent to such adoption. Any repeal or other modification of this Article XI or any repeal or modification of the Act or any other applicable law shall not limit any person's entitlement to the advancement of expenses or indemnification under this Article XI for Proceedings then existing or later arising out of events, acts or omissions occurring prior to such repeal or modification, including, without limitation, the right to indemnification for Proceedings commenced after such repeal or modification to enforce this Article XI with regard to Proceedings arising out of acts, omissions or events occurring prior to such repeal or modification.

**Section 6.** Insurance. If authorized by the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust, or other enterprise, against liability asserted against such person and incurred by him or her in any such capacity, or arising out of his or status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this Article XI.

#### **Article XII Contracts, Checks, Deposits & Funds**

**Section 1.** Contracts. The Board of Directors may authorize any Officer or Officers, agent, or agents of the Corporation, in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 2.** 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 Corporation, shall be signed by such officer or Officers, agent or agents of the Corporation and in such manner, as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the Corporation

**Section 3.** Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 4.** Gifts. The Board of Directors or the President may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

**Section 5.** Audits. The Board of Directors shall cause the financial records of the Corporation to be audited annually by a certified public accountant.

#### **Article XIII Books and Records**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, its Board of Directors, and its committees, and shall keep at the registered or principal office a record giving the names and addresses of all the Members and all the Directors.

#### **Article XIV Fiscal Year**

The fiscal year of the Corporation shall end on the last day of June in each year.

#### **Article XV Seal**

The Board of Directors may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Illinois."

#### **Article XVI Waiver of Notice**

Whenever any notice whatever is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or by the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **Article XVII Amendments to Bylaws**

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority vote of the Board of Directors present at a meeting at which a quorum is present. No such alternation, amendment, repeal, or adoption shall in any way conflict with the purposes of the Corporation as stated in its Articles of Incorporation or otherwise cause the Corporation to lose its qualification as an organization described in Code section 501(c)(3). The Board of Directors will be mandated to hold Quarterly Community meetings to inform the Membership prior to such changes.