

**AMENDED AND RESTATED BY-LAWS OF  
ALLIANCE TO END HOMELESSNESS IN SUBURBAN COOK COUNTY,  
An Illinois Not for Profit Corporation**

*Approved: June 26, 2020*

ARTICLE I.

Name, Purposes and Powers

- 1.1. Name. The name of this not for profit Corporation is Alliance to End Homelessness in Suburban Cook County hereinafter referred to as 'the Corporation'.
- 1.2. Purposes.
  - (a) The Corporation is a community planning body initially created to oversee the Continuum of Care program (the "Continuum of Care") established by the U.S. Department of Housing and Urban Development ("HUD") for reviewing requests for block grant money from HUD for suburban Cook County, Illinois. The Corporation will plan for service and housing priorities, guide the planning and implementation of projects that fit within the Continuum of Care's strategic plan, and carry out the activities of the Continuum of Care to maximize interagency collaboration.
  - (b) To achieve these ends the Corporation will bring together a cross-section of stakeholders from the public and private sectors, including persons with lived experience of homelessness, homeless service providers, governmental agencies, faith organizations, advocates, businesses, educational institutions, private funders and other interested parties.
- 1.3. Powers. The Corporation shall have such powers as are now or may hereafter be granted by the Illinois General Not For Profit Corporation Act of 1986, as the same may be amended from time to time (the "Act").
- 1.4. Specific Purposes and Limitations on Authority. As the chief planning, coordinating and administrative body of the Continuum of Care for suburban Cook County, Illinois, the Corporation will not provide any direct client services to individuals who are homeless or facing homelessness. Rather, the Corporation shall, through its activities, seek to enhance the availability, coordination and delivery of services through its member organizations in a fair and open manner so as to advance the elimination of homelessness.

## ARTICLE II.

### Offices

The Corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent, which agent may be either an individual resident in the State of Illinois whose business office is identical with such registered office. The Corporation may have other offices within or without the State of Illinois as the Board may from time to time determine.

## ARTICLE III.

### Members and CBSAs

- 3.1. Membership. To be considered a Member, the individual or organization has an interest in understanding and addressing the issues related to homelessness, and a desire to participate in some way in the suburban Cook County's CoC. The prospective member shall complete the required membership application and pay the required dues in accordance with Section 3.2.

An Individual Member is defined as a community representative not employed by an organizational member agency or a person with lived experience who may or may not be employed by an organizational member. An Organizational Member is not an individual but rather an organization interested in the purposes of the Alliance.

- 3.2. Dues. Members shall be assessed dues as determined by the Board of Directors. The proposed dues structure will include a process for requesting waivers for financial hardship for individual and organizational Members. Membership shall cease for any Member whose dues are 60 days in arrears. Membership shall be reestablished upon payment of dues. Individual membership dues need to be paid by an individual member and may not be paid by an organization.

- 3.3. Member Responsibilities. All Members, both individuals and designated representatives of organizations, shall be eligible to vote to approve or amend the governance framework at the annual meeting or a special membership meeting as set forth in the Governance Charter. The Board of Directors may revoke an individual or organization membership by a 2/3rd vote at a properly constituted board meeting if the Board determines that the Member's action(s) is detrimental to the organization. If determination of membership is being considered, the Board Chair shall notify the Member in writing 30 days prior to the board meeting where said action is to be considered and voted upon. The Member shall have the right to address the board at the meeting before the vote to terminate is taken.

The Board of Directors shall invite all the members of the Alliance to the Membership Meetings. Members of the general public may attend the Membership meeting but may

not vote. The Executive Committee may determine the agenda and procedures for such meetings. A quorum for the Membership meeting shall consist of ten percent of total Membership as well as a quorum of the board as defined in the by-laws. If the members of the Alliance are called upon to vote on a particular item on the agenda, only members of the Alliance in good standing shall be permitted to vote, and the measure shall be determined to have passed if it receives the majority of those present and voting on the question.

- 3.4. Authority and Duties of the Community Based Service Area. To assure effective grass roots input into the Corporation it is divided into three de facto Community Based Service Areas (CBSAs). These CBSAs, serving the North, West, and South areas of Cook County (see Township appendix), shall utilize their local knowledge to inform the Corporation of their common and unique issues as well as develop and implement local solutions for local issues. Each CBSA shall be responsible for:
- (a) creating its own operating rules and procedures;
  - (b) and appointing persons from such CBSA to serve on the Board as provided in Section 4.2(a)
- 3.5. Authority of Members and CBSAs. Except as expressly provided in Section 3.3 and Section 3.4, neither any Member nor any CBSA shall have any power, authority or voting rights with respect to the Corporation.

#### ARTICLE IV.

##### Board of Directors

- 4.1. General Powers. The affairs of the Corporation shall be managed by a Board of Directors, hereinafter referred to as the Board which shall be elected or appointed in accordance with these by-laws.
- 4.2. Number, Tenure and Qualification. The Board shall consist of from thirty-four (34) to thirty-nine (39) Directors (the "Directors"), of whom up to twenty-one (21) shall be persons appointed by the CBSAs pursuant to Section 4.2(a) (the "CBSA Representatives") and up to eighteen (18) shall be persons appointed by the Board pursuant to Section 4.2(b) (the "County-Wide Representatives").
- (a) Each CBSA shall appoint up to seven (7) CBSA Representatives prior to the June meeting of the Board in each year, who shall assume their positions on the Board at the immediately succeeding August meeting of the Board (provided that a CBSA may fill vacancies in its CBSA Representatives during any meeting of the CBSA), which seven (7) CBSA Representatives shall be comprised of:

- i. No more than one (1) representative from each of three (3) Funded Provider Agencies located in the Service Area of the CBSA (the "CBSA Funded Provider Representatives"). A "Funded Provider Agency" is defined as an organization which (A) delivers services to those who are homeless, or at risk of becoming homeless, (B) has been recognized by the United States Internal Revenue Service as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent Federal tax law, and (C) is receiving HUD funding through the Corporation; and
  - ii. At least four (4) representatives from the community-at-large of the Service Area of the CBSA, including individuals, local government leaders, Provider Agencies not HUD funded by this Corporation, or other stakeholders.
  - iii. Other at large representatives as approved by the Board.
  - iv. Additionally, each CBSA shall nominate at least one (1) Person with Lived Experience of Homelessness to serve as a County-Wide Representative. A Person with Lived Experience of Homelessness is a person who is or was homeless per HUD' s definition of actual homelessness and is public about this experience. (Being a current or former employee of a Funded Provider Agency or Provider Agency is NOT a disqualification for being nominated for this position and such individual shall not be considered a Funded Provider Agency or Provider Agency Representative).
- (b) The Board shall appoint up to eighteen (18) County-Wide Representatives at the June meeting of the Board in each year, who shall assume their positions on the Board at the immediately succeeding August meeting of the Board. Nominations for these positions may come from any member of the Board and appointment shall be by a vote of the Board. The Board may fill vacancies in the County-Wide Representatives during any meeting of the Board.
- i. A County-Wide Representative shall be either (A) a Person with Lived Experience of Homelessness, (B) the current Chair and Immediate Past Chair of the Corporation (Ex Officio Representatives), (C) a member of a government entity or a member of a profit or not-for-profit entity or a person in the general community that brings knowledge, dedication, and commitment or other resources to ending homelessness in Suburban Cook County, or D) an employee of a Funded Provider Agency or other Provider Agency which delivers services throughout suburban Cook County
- (c) Members of the board of directors or trustees of a Provider Agency may serve as a Community Representative at those times when no employee (excluding Persons

with Lived Experience of Homelessness) or other representative of such Provider Agency is also a Director.

- (d) Each Director shall, at the time of appointment or selection, declare his or her status on the board as a CBSA Funded Provider Representative, a CBSA Community Representative, a County-Wide Provider Representative, a County-Wide Community Representative, a County-Wide Person with Lived Experience of Homelessness Representative, or a County-Wide Ex-Officio Representative.
  - (e) There may be no more than one voting Director from any one individual Member or agency represented on the Board (excluding Persons with Lived Experience of Homelessness)
  - (f) Directors shall not be allowed to share their positions with other Members of the Corporation, nor shall Director alternates be allowed.
- 4.3. Regular Meetings. The Board shall provide by resolution the time and place, within the State of Illinois, for the holding of regular monthly meetings of the Board, a minimum of 10 times during each fiscal year of the Corporation.
- 4.4. Special Meetings. Special meetings of the Board may be called by or at the request of the Chair or the Executive Committee. The person or persons authorized to call special meetings of the Board may fix any place, within the State of Illinois, as the place for holding any special meeting of the Board called by them.
- 4.5. Notice. Directors shall be notified at least two days prior to any regular or special meeting of the Board Such notice will include a written agenda for the meeting. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.
- 4.6. Quorum. Forty percent (40%) of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than forty percent (40%) 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.
- 4.7. Manner of Acting. All meetings will be conducted according to the most recent edition of Robert's Rules of Parliamentary Procedure. 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, except where otherwise provided by law or by the articles of incorporation or by these by-laws. Directors may participate in and act at any Board meeting through the use of a

conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with one another. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating. Voting shall be conducted by voice vote or raising of hands except whenever a roll call vote shall be requested by a Director. Contested elections shall be held utilizing a secret ballot. No proxy voting will be allowed.

- 4.8. Informal Action by Directors. Any action required to be taken at a meeting of the Directors, or any other action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be personally signed, faxed or emailed by all of the Directors entitled to vote with respect to the subject matter thereof.
- 4.9. Removal. A Director who misses more than three (3) meetings in a fiscal year may be removed by a vote of the Board. Non-compliance by a Director with these by-laws or any rules, regulations, policies or procedures adopted by the Board may result in the censure and/or removal of such Director from the Board by a 2/3 rds. vote of those present and voting.
- 4.10. Vacancies. Vacancies shall be filled in the manner of the original holder.

## ARTICLE V.

### Committees.

- 5.1. General. The Board by a vote of a majority of the Directors may create one or more committees and appoint Directors or such other persons as the Board designates, to serve on the committee or committees. All committee members shall serve at the pleasure of the Board.
- 5.2. Quorum and Voting. Unless the appointment by the Board requires a greater number, and if notification of the meeting has been given at least one week in advance, a majority vote of committee members present is necessary for committee action. Organizations that are members may send as many representatives to committees as they see fit but are entitled to only one vote on each committee at which they are represented, except that persons with lived experience are considered Individual Members and are entitled to their own vote. In the event that a decision needs to be made before the next scheduled meeting, the committee co-chairs will communicate a date and time for a special vote via phone or email. The committee by majority vote of its members shall determine the time and place of meetings and the notice required therefor.

- 5.3. Authority of Committees. To the extent specified by the Board, each committee may exercise the authority of the board of directors under Section 108.04 of the Illinois General Not For Profit Corporation Act of 1986 (the “Act”)
- 5.4. Standing Committees. The Corporation shall have the following standing committees.
- (a) The Executive Committee shall be comprised of the Chair, Vice Chair, Past Chair, Secretary, Treasurer, and three (3) CBSA Chairs. Except as provided in Section 5.3, the Executive Committee shall have all of the authority vested in the Board in between meetings of the Board, as well as any authority delegated to the Executive Committee by the Board or these by-laws. The Executive Committee shall be responsible for hiring, firing and overseeing the Executive Director of the Corporation.
  - (b) The Finance/Operations Committee shall be chaired by the Treasurer. At least half the members shall be Directors. It shall be responsible for developing the spending plan for the year, monitoring the financial condition of the Corporation including all deposits and withdrawals made, and making recommendations as to how the Corporation can financially meet its goals.
  - (c) The Governance Committee shall be chaired by two co-chairs, both members of the Board of Directors and the Past Chair will be a member of the committee. At least half the members shall be Directors. It shall be responsible for reviewing and updating the bylaws and policies and procedures as needed as well as recommending candidates for County-Wide Board membership and Board Offices, and if requested, may assist local CBSAs in identifying candidates for CBSA board representatives.

If the Board recommends a change be made to these by-laws which have not previously been reviewed by the Governance Committee, the Chair shall ask the Governance Committee to convene to review and research the proposed change. The Governance Committee shall then make its recommendation regarding the change, to the Board for consideration.

- (d) The Project Prioritization Committee shall be responsible for developing the annual procedure for prioritizing/ranking funding priorities. Any agency or person can be a member of the Project Prioritization Committee so long as they work towards achieving the Alliance’s overall goals and not solely those of an individual agency or project. One of the two co-chairs must be an individual not affiliated with a NOFA funded provider. An Ad Hoc Project Review Panel shall be composed of members who are not affiliated with any current NOFA funded provider or in the current competition as a possible NOFA funded provider. The Project Review Panel shall be chaired by a non-NOFA funded Project Prioritization Committee co-chair. The Project

Review Panel shall utilize the review instrument developed by the Project Prioritization Committee.

- (e) The HMIS Committee shall guide the implementation of the Homeless Management Information System; develop, inform, and review HMIS policies and procedures; advise and recommend to the CoC board changes to HMIS policies and procedures; and, cultivate ways in which future data measurement can contribute to fulfillment of strategic goals.
  - (f) The Coordinated Entry Committee shall be responsible for providing general oversight and support to the coordinated entry system. Including, issues related to grievances, appeals, and evaluating effectiveness and transparency. In addition, the Committee conducts an annual review of the Coordinated Entry Protocol and recommends policy changes or protocol improvements to the Board of Directors.
- 5.5. Other Committees. The Board may create other committees to address specific projects, such as homeless prevention, employment, strategic planning, and resource development or time sensitive tasks as it deems appropriate. These committees shall be dissolved or renewed as the Board sees fit.

## ARTICLE VI.

### Officers

- 6.1. Officers. The officers of the Corporation shall be a Chair, a Vice Chair, a Past Chair, a Secretary and a Treasurer. No more than one office may be held by the same person. All officers must be Directors at all times during their term of office.
- 6.2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board at the regular July meeting of the Board. Nominations for elections for officers shall be made in writing to the Secretary prior to, or from the floor at, the June meeting of the Board and shall assume their office at the immediately succeeding August meeting of the Board. Any Director who shall attain a tenure of one year of service on the Board prior to assuming office shall be eligible to hold an office. A Director elected to the office of Vice Chair will serve a one-year term. At the conclusion of the one-year term, the Vice Chair will automatically assume the role of Chair. Upon completing a one-year term of office as Chair, the Chair will automatically become the Past Chair for a period of one year. A Director elected to the office of Treasurer or Secretary shall serve a term of one year. No Treasurer or Secretary may serve more than two consecutive terms in the same office.

- 6.3. Removal. Any officer elected by the Board of directors shall be removed if such person ceases to be a Director.
- 6.4. Vacancies. In the event the Treasurer, Secretary or Vice Chair is unable to complete their term of office for any reason, the Board shall elect an eligible Director to fill the position until the next general election in July. The Board shall announce the vacancy and open the nomination period at the first meeting following the date of the vacancy. The nomination period shall be open until an election is conducted at the next regularly scheduled Board meeting. In the event the Vice Chair is unable to complete his or her term of office, the person elected by the Board to fill the remaining term of office shall assume all of the rights and responsibilities of the role of Vice Chair, including the assumption of the office of Chair at the conclusion of the original term. In the event the Chair is unable to complete his or her term of office, the Vice Chair shall assume the office of the Chair and complete the unfinished term prior to serving his or her own term, the Past Chair shall remain in office until succeeded by the Chair and the position of Vice Chair shall be filled as stated above.
- 6.5. Chair. The Chair shall convene all Board meetings, shall convene meetings of the Executive Committee, at his/her discretion, shall supervise the Executive Director of the Corporation, shall be an ex-officio member of all committees, , shall prepare agenda for Board meetings, and shall, in conjunction with the Executive Committee, prepare a calendar of Board and Corporation events. The Chair must attend all monthly Board meetings and shall serve as the official contact person for the Corporation. He or she 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 sign, with the secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages , bonds, contracts, or other instruments which the Board authorizes to be executed , except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these by-laws or by statute to some other officer or agent of the Corporation; and in general shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board from time to time.
- 6.6. Vice Chair. In the absence of the Chair or in the event of his or her inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned to him or her by the Chair or by the Board.
- 6.7. Past Chair. The Past Chair shall serve on the Governance Committee and serve on other committees as necessary. The Past Chair shall provide the Board with a historical

perspective and offer support and guidance for the Chair. The Past Chair shall perform such other duties as from time to time may be assigned to him or her by the Chair or by the Board.

- 6.8. Treasurer. The Treasurer shall, unless otherwise delegated to an employee: oversee and report to the Executive Committee and the Board on the status of all grants and other monies provided by the Corporation, and in general perform all the duties incident to the offices of Treasurer and such other duties as from time to time may be assigned to him or her by the Chair or by the Board.
- 6.9. Secretary. The Secretary shall keep minutes of the meetings of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law ; be custodian of the corporate records and of the seal of the Corporation; keep a register of the post office address of each Director and Member which shall be furnished to the secretary by such Director or Member; be the official repository of all Board records and meeting minutes and be responsible for the maintaining and distributing written meeting minutes to the Director; and in general 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 Chair or by the Board.

## ARTICLE VII.

### Conflicts of Interest

- 7.1. General Policy. In the event there exists a conflict between the personal or professional interest (direct or indirect) of a Director and the interests of the Corporation with respect to any transaction or activity, such Director shall not take any action in his or her capacity as a Director with respect to such transaction or activity, except in instances where such transaction or activity has been approved by the affirmative vote of a majority of the disinterested Directors on the Board after such majority determines that the transaction or activity is reasonable and upon terms that at that time were fair and in the best interests of the Corporation, but in no case shall such transaction or activity be approved by less than a majority of the entire Board.
- 7.2. Disclosure Obligation. Without limiting the foregoing prohibition (and any authorized exceptions thereto), any possible conflict of interest on the part of any Director (or such Director's business or profession or member of his or her family) shall be disclosed to the Board and made a matter of record. When any such interest becomes relevant to any matter requiring action by the Board or any of its committees, the Director having such possible conflict shall disclose such possible conflict to the Board or committee and

such Director shall not vote on such matter, shall not use personal influence in connection therewith and shall not be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect that a disclosure was made, that the Director, if a member of the Board or committee, abstained from voting and was not counted in determining the quorum for the meeting. In disclosing a potential or possible conflict of interest as required above, a Director must include the following information:

- (a) All relevant facts as to such Director's interest in any pending or proposed transaction and as to any common directorship, officership, or financial or influential interest which the Director has with respect to any party to such transaction; and
- (b) All relevant facts known to such Director with respect to such transaction which might reasonably be construed to be averse to the Corporation's interest.

7.3. Definition of Indirectly. For purposes of this Article VII, 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, general partner or employee.

7.4. No Invalidation. If a transaction is fair to the Corporation at the time it is authorized, approved or ratified, the fact that a Director is directly or indirectly a party to the transaction is not grounds for invalidating the transaction, so long as the requirements of this Article VII have been satisfied. The presence of a Director, who is directly or indirectly a party to such a transaction or a Director who is otherwise not disinterested, may be counted in determining whether a quorum is present.

## ARTICLE VIII.

### Indemnification of Directors and Officers

8.1. Third Party Actions. The Corporation shall indemnify each Director and each officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director or officer of the Corporation, or who is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such 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, and, with respect to any

criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which 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 reasonable cause to believe that his or her conduct was unlawful.

- 8.2. Actions by the Corporation. The Corporation shall indemnify each Director and each officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such 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 and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of 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 that adjudication of liability but in view of all the circumstances of the case, such director or officer is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.
- 8.3. Fiduciaries. The Corporation shall indemnify each Director and officer who is held to be a fiduciary under any employee pension, profit sharing or welfare plan or trust of the Corporation or any of its divisions and who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was such a fiduciary and was serving as such at the request of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding for any breach of any of the responsibilities, obligations or duties imposed upon fiduciaries by the Employee Retirement Income Security Act of 1974 and any amendments thereto, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of such plan or trust, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or

proceeding by judgment, order, settlement, conviction , or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of such plan or trust, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. The provisions of all the following paragraphs of this Article VIII relating to Directors, officers, employees or agents shall apply also to Directors, officers, employees or agents held to be fiduciaries under this Section 8.3, specifically including the power of the Corporation (under Section 8.8) to purchase and maintain insurance on behalf of such fiduciaries.

- 8.4. Expenses. To the extent that a person who is or was a Director, officer, employee or agent of the Corporation, or of any other corporation, partnership , joint venture, trust or other enterprise with which such person is or was serving in such capacity at the request of the Corporation, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 8.1, 8.2 or 8.3, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.
- 8.5. Authorization. Any indemnification under Sections 8.1, 8.2 or 8.3 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because such person has met the applicable standard of conduct set forth in Sections 8.1, 8.2 or 8.3. Such determination shall be made (a) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable but a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.
- 8.6. Expense Advances. Expenses 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 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 he or she is entitled to be indemnified by the Corporation as authorized in this Article VIII.
- 8.7. Not Exclusive. The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which a Director or officer seeking indemnification may be entitled under any statute, provision in the Corporation's articles of incorporation, by- law, agreement, vote of disinterested Directors or otherwise, both as to action in his

or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

8.8. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or 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 any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article VIII.

8.9. Definitions.

(a) For purposes of this Article, references to "the Corporation" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such merging corporation or is or was serving at the request of such merging corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article VIII with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued.

(b) For purposes of this Article, references to "other enterprises" shall include employee benefit plans; reference to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a Director, officer, employee or agent of the Corporation which imposes duties on or involves services by such Director, officer, employee or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Article VIII.

8.10. Severability. The invalidity or unenforceability of any provision in this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

ARTICLE IX.

Contracts, Checks, Deposits & Funds

- 9.1. Contracts. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these by-laws, 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.
- 9.2. 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. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the Chair or the Vice Chair of the Corporation.
- 9.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in the authorized accounts of such banks, trust companies or other depositories as the Board may select.
- 9.4. Gifts. The Board or the Chair 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.

ARTICLE X.

Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings and other actions of its members, board of directors and committees having any of the authority of the board of directors and shall keep at the registered or principal office a record giving the names and addresses of the Members entitled to vote.

ARTICLE XI.

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XII.

Seal

The Board 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 XIII.

Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the by-laws 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. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE XIV.

Grievance Procedures

All grievances shall be heard by the members of the Executive Committee. Any party wishing to appeal a decision of the Board shall have fifteen (15) business days from the date of personal notification to file a written appeal with any member of the Executive Committee. The Executive Committee shall review and research the appeal and make a recommendation to the Board. Matters governed by deadlines which are beyond the control of the Corporation may necessitate reduction of the general 15-day appeal period. In such circumstance the Executive Committee shall determine and make known the appeal period. Refer to the appropriate Coordinated Entry Manual for grievances relating to the Coordinated Entry process.

ARTICLE XV.

Addenda

These by-laws incorporate by reference, including but not limited to, the Governance Charter and any other HUD-required addenda.

## ARTICLE XVI.

### Amendments to By-Laws

These by-laws may be altered, amended or repealed and new by-laws may be adopted by the Board pursuant to the following procedures:

- (a) The Governance Committee shall, from time to time, review these by-laws. If such a review results in a recommendation that a change be made, the Governance Committee shall forward the recommendation(s) to the Board for consideration.
- (b) The Board shall, at its discretion, authorize the Governance Committee to conduct a complete review of these by-laws. At the completion of such a review, the Governance Committee shall make its recommendations to the Board for consideration.
- (c) If the Board recommends a change be made to these by-laws which have not previously been reviewed by the Governance Committee, the Chair shall ask the Governance Committee to convene to review and research the proposed change. The Governance Committee shall then make its recommendation regarding the change, to the Board for consideration.
- (d) All changes to these by-laws adopted by the Board as part of the above procedures shall go into effect thirty (30) days after their adoption by the Board.