AMENDED AND RESTATED BY-LAWS
OF
ALLIANCE TO END HOMELESSNESS IN SUBURBAN COOK COUNTY,
An Illinois Not for Profit Corporation May 22, 2015

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. The Corporation will also facilitate partnerships to prevent homelessness, reduce duplicative services, impact systems change, improve local and county-wide service planning, adopt best practices and expand and preserve access to housing and supportive services to significantly impact and end homelessness in suburban Cook County, Illinois.

(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. The Corporation shall not pursue any activity, funding, legislation or organizing effort other than those necessary to directly accomplish its purposes.
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, or a domestic corporation for profit or a foreign corporation for profit authorized to conduct affairs in the State of Illinois that is authorized by its articles of incorporation to act as such agent having a business office identical with such registered office, and may have other offices within or without the State of Illinois as the Board may from time to time determine.

ARTICLE III.
Members and CBSA's

3.1. Membership. The members of the Corporation (the 'Members') shall consist of those charitable organizations, neighborhood and community groups, governmental agencies, faith based groups, individuals, and for-profit corporations who support the purposes of the Corporation and agree to abide by the rules, policies and procedures of the Corporation.

3.2. Authority and Duties of the Community Based Service Area. To assure effective grassroots 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; and

(b) appointing persons from such CBSA to serve on the Board as provided in Section 4.2(a).

3.3. Authority of Members and CBSA's. Except as expressly provided in this Section 3.2, neither any Member nor any CBSA shall have any power, authority or voting rights with respect to the Corporation.

3.4 Dues. Service Provider members shall be assessed dues as determined by the Board of Directors.
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 CBSA's 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. Notice of any regular or special meeting of the Board shall be given at least two days previously there to by written notice delivered personally or sent by mail, overnight
courier service, telecopy, telegram, electronic mail or facsimile to each Director at his or
her address as shown by the records of the Corporation. Such notice will include a written
agenda for the meeting. If mailed, such notice shall be deemed to be delivered three
business days after being deposited in the United States mail in a sealed envelope so
addressed, with postage thereon prepaid. If notice be given by telegram, overnight
courier service or telecopy, such notice shall be deemed to be delivered the following
business day. 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
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 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, 40% 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. Each member of a committee shall have the right to a vote in all committee matters, even if there is more than one member of the committee representing or associated with any one individual Member or agency. A committee may act by unanimous consent in writing without a meeting. 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 108.05 of the Act; provided, however, a committee may not:

(a) Adopt a plan for the distribution of the assets of the Corporation, or for dissolution;

(b) Fill vacancies on the Board 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 by-laws, policies and procedures or the articles or 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 when the resolution or action of the Board provides by its terms that it shall not be amended, altered or repealed by action of a committee.

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 the 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, and making recommendations as to how the Corporation can financially meet its goals.

(c) The Governance Committee shall be chaired by the Immediate Past Chair of the Board of Directors. 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.

(d) The Project Review and Prioritization Committee shall be responsible for developing an annual procedure for prioritizing/ranking funding priorities, managing the annual Continuum of Care NOFA project review process, and maintain ongoing review of Continuum of Care NOFA-funded projects that are identified as having significant problems in operating within Continuum expectations.

(e) The Plan Committee shall be responsible for overseeing the writing of the Continuum of Care Application for the annual HUD NOFA, developing Strategic Plans, monitoring their implementation, and conducting the biennial homeless count.

(f) The HMIS Committee shall be responsible for the development, management, and the implementation of the Homeless Management Information System. It shall review HMIS policies and procedures annually.

(g) The Resource Development Committee shall propose how to develop new streams of income for the Corporation as well as maximizing current resources utilized to achieve the Corporations goals.

(h) The Employment Committee shall promote the implementation of evidence based practices that will increase employment rates and income of Persons with Lived Experience of Homelessness.

(i) The Prevention Committee shall be responsible for developing an annual procedure to apportion prevention dollars, distribute those dollars, and monitor their utilization as well as making recommendations related to systems and processes to prevent homelessness.

5.5. Other Committees. The Board may create other ad hoc committees to address specific projects 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 and 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 seek and appoint members of committees, shall oversee 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 chair 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.** If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer shall, unless otherwise delegated to an employee: have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board; oversee and report, to the Executive Committee and the Board, 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 adverse 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 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 of the CBSA’s and Board, 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 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 Act or under the provisions of the articles of incorporation or by 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.

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.

ARTICLE XV.
Addenda

These by-laws incorporate by reference: the HMIS Governance Charter, the Alliance Code of Conduct, the Coordinated Assessment System Procedures, the Tenets of Project Review, and the HMIS Policies and Procedures Manual attached hereto as 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.
LIST OF ADDENDA

1. Homeless Management Information System (HMIS) Governance Charter
2. Code of Conduct
3. Coordinated Assessment System Procedures
4. Tenets of Project Review
Homeless Management Information System
Governance Charter

The Alliance to End Homelessness in Suburban Cook County (Alliance) is the lead agency and Collaborative Applicant for the Cook County Continuum of Care (CoC, IL-511) as well as the designated lead agency for the Cook County Homeless Management Information System (HMIS). The coverage area for both the CoC and the HMIS includes all municipalities in Cook County, Illinois, except for the City of Chicago. The Alliance has primary responsibility for all HMIS activities.

The HMIS Governance Charter serves to delineate the roles and responsibilities related to key aspects of the governance and operations of the Cook County HMIS in accordance with the most recent HMIS Policies and Procedures Manual (Policy) approved and adopted by the Alliance, which is incorporated into this charter by reference. The Policy includes privacy, security, client consent and data entry requirements and may be modified from time to time at the Alliance’s discretion.

Beginning with the 2003 Continuum of Care (CoC) grants and continuing with the Emergency Solutions Grants (ESG), the United States Department of Housing and Urban Development (HUD) requires all grantees and sub-grantees to participate in their local Homeless Management Information System. This policy is consistent with the Congressional Direction for communities to provide data to HUD on the extent and nature of homelessness and the effectiveness of its service delivery system in preventing and ending homelessness.

The HMIS and its operating policies and procedures are structured to comply with the most recently released HUD Data and Technical Standards for HMIS. Recognizing that the Health Insurance Portability and Accountability Act (HIPAA) and other Federal, State and local laws may further regulate agencies, the Continuum may negotiate its procedures and/or execute appropriate business agreements with Partner Agencies so they are in compliance with applicable laws.

The Alliance uses all submitted data for analytic and administrative purposes, including the preparation of Alliance reports to funders and the Continuum’s participation in the Federal Annual Homeless Assessment Report (AHAR). Aggregate data taken from the HMIS is used to inform strategic planning and the Consolidated Plans of Cook County and other entitlement communities.
HMIS Key Support Roles & Responsibilities

Alliance to End Homelessness in Suburban Cook County – Board of Directors
- As lead agency for the Cook County Continuum of Care, designates the HMIS Lead agency, oversees the HMIS project, and has primary responsibility for all HMIS activities.
- Ensures HMIS compliance with all HUD rules and regulations.
- Encourages and facilitates participation.
- Approves and facilitates enforcement of HMIS policies as set forth in the HMIS Policies and Procedures Manual.
- Appoints the HMIS committee.
- Designates software to be used for the HMIS in the geographic region.
- Selects, approves, and executes annual contract(s) with HMIS vendor(s).

HMIS Committee
- Guides the implementation of the Homeless Management Information System.
- Develops, informs, and reviews HMIS policies and procedures.
- Advises and recommends to the CoC board changes to HMIS policies and procedures.
- Cultivates ways in which future data measurement can contribute to fulfillment of strategic goals.
- Is appointed by the Alliance board of directors.

HMIS Management Team
- Consists of the HMIS Lead Agency staff, including the Director of Information Services, the Data Quality Manager and Lead Trainer, and the HMIS Support Specialist.
- Authorizes/makes decisions regarding day-to-day operations.
- Ensures compliance with HMIS policies and HUD requirements.
- Monitors data quality in accordance with the Data Quality Plan benchmarks as set forth in the HMIS Policies and Procedures Manual.
- Acts as liaison between the Alliance and regional or national HMIS-related organizations and participates in related activities.
- Supervises contract(s) with vendor(s).
- Provides training and support to HMIS Partner Agency users.
- Facilitates continuing quality improvement via data analyses and knowledge of best practices.

HMIS Partner Agencies
- Execute an HMIS Agency Partner Agreement and, if applicable, a Network Data Sharing Agreement.
- Agree to abide by the most current HMIS Policy and Procedures Manual (Policy) approved and adopted by the Alliance.
- Ensure that all employees and agents comply with the Policy.
- Ensure staffing and equipment necessary to implement and ensure HMIS participation.
Policy Statement

The Alliance to End Homelessness in Suburban Cook County believes that an organization’s representatives have a responsibility to demonstrate the highest standards of ethical and accountable behavior, to set the tone and to foster the same conduct in others. As a director, officer, staff member, or volunteer of the Alliance, you have accepted an obligation to act in the best interest of the organization as a whole. For this reason, our conduct and ethical behavior must be beyond reproach and free of any impropriety.

Dissemination

This Code of Conduct is posted on the Alliance website for public review at www.suburbancook.org. The Alliance will distribute printed copies of Code of Conduct to all new staff and incoming members of the Board of Directors, even if s/he is a re-elected or returning member.

Enforcement

The Board of Directors will address any violation of any section of this Code of Conduct on a case-by-case basis. By majority vote, the Board may take disciplinary action—up to and including removal from the Board, office, or staff position—to remedy such violation.

Professional Practices

All directors and officers will adhere carefully to the principles, goals, and policies of the Alliance, including but not limited to:

1. Comply with all established operating policies and procedures of the governing body. Avoid any appearance of impropriety. Do not accept gifts or gratuities for your personal benefit as an Alliance representative.
2. Promptly disclose any current or potential conflicts of interest. This includes not only material profits, but also endorsement or prioritizing of your personal/agency project or goals before those of the organization.
3. Report behavior that crosses ethical boundaries to the governing body or Executive Director, as appropriate.
4. Speak up when you have questions or disagree, but support the final decision of the organization. Participate fully in deliberations of the governing body. Represent all members and constituents in a fair and consistent manner, and refrain from promoting personal interests and biases. Once an issue has been discussed and decided, support it and defend it.
5. Keep confidential all privileged and sensitive information that is gained by virtue of office or position.
6. Think broadly. Look at problems from an organization-wide perspective. Focus on the best way to meet the long-term goals of the community. Look for ways to collaborate with other local organizations and governmental agencies. Look for ways to draw on the expertise of all members.
7. Treat your colleagues respectfully. Conflicts should focus on issues, not personalities or individuals.
8. Periodically review the Alliance and its programs. Take a fresh look at how things are done, encourage innovation and improvement while respecting the accomplishments we have achieved thus far.
9. Be a good ambassador. Look for opportunities to introduce yourself and the Alliance to new or potential stakeholders.

Last revision: March 2006
Adopted by the Board of Directors: April 28, 2006
HMIS Partner Agency Primary Point Persons/Agency Administrators

- Are the main communicators and the liaison between the HMIS Management Team and their respective agency's users.
- Ensure compliance with HMIS policies within their agency.
- Provide support for HMIS use within their agency. (Agency Administrators)

HMIS User Group

- Meets at least twice annually.
- Includes representatives of all HMIS participating projects.
- Provides feedback on system performance and the need for system enhancements.
- Provides input and support for policy enforcement.
- Provides information link between agency users and the HMIS Management Team.

Adopted by the Alliance to End Homelessness in Suburban Cook County on January 24, 2014

[Signature]
HMIS Lead Agency Executive Director

1/24/2014
Date

[Signature]
CoC Board Chair

1-24-2014
Date
Coordinated Assessment System Procedures for the Alliance to End Homelessness in Suburban Cook County

Under new regulations from the HEARTH Act, the Alliance hereby sets forth its coordinated assessment system procedures for people to access housing or services as a strategy for improving the effectiveness of homelessness interventions. The goals of the coordinated system include improving speed and accuracy in providing appropriate client referrals to homeless programs, as well as simplifying the process of accessing services for consumers. The system shall map strong data about those seeking services in order to illustrate physical, economic and social unmet needs.

The Call Center triages the needs of a client requesting services. If the client requires emergency shelter or domestic violence related services, information is offered to the caller allowing direct program entry, and the phone call ends. A caller is not required to use the coordinated assessment process before utilizing emergency shelter or domestic violence services. If the client is requesting homelessness prevention or another housing intervention, s/he is directed to an intake specialist for an in-person intake using a standardized assessment form. Risk factors considered include mental health, substance use, chronic health concerns, recent discharge from an institution, severe housing cost burden, and eviction.

The intake specialist determines the client’s eligibility for: homelessness prevention funds, rapid re-housing funds, transitional housing, permanent supportive housing, and other options. The intake specialist then refers the client to the appropriate program using an HMIS-based directory of programs. Some individuals will receive a referral to case-management-only services, tenant advocacy, or other non-financial assistance if no other appropriate assistance is available at the time. The coordinated assessment system carefully evaluates how to “screen in” rather than “screen out” participants with significant barriers to housing stability. Consumer choice is valued in determining a program match. If an individual is referred to an agency’s program that the agency determined may not be a suitable fit, that agency shares in the responsibility of finding a more appropriate fit.

Open communication and feedback on the referral process shall generate evaluation measures and more consistent data collection. The effectiveness of the coordinated assessment system is dependent on full implementation of a data sharing agreement between providers using HMIS and real-time information on bed availability. The HMIS allows the individual client tracking information that is collected to be aggregated to produce system-wide analysis and resource sharing capability. This system-level data shall inform Continuum of Care resource allocation and planning, as well as encouraging shared accountability for filling gaps. Periodically, consumer and service provider questionnaires shall be used to evaluate system effectiveness.

Permanent supportive housing (PSH) is further targeted to individuals who meet the vulnerability factors identified in the 100,000 Homes Campaign, of which suburban Cook County is a member. PSH providers have made commitments to prioritize vulnerable and chronically homeless individuals for the majority of available units. When a vacancy occurs, the agency notifies the Alliance staff who then generate a small list of qualifying individuals from the Vulnerable List. The housing provider works with street outreach teams or shelter providers to contact the homeless person. Once the person is found, s/he is connected to the housing provider, and the housing move-in process can begin.
Tenets of Project Review by the
Alliance to End Homelessness in Suburban Cook County

Adopted January 30, 2009; Revised August 22, 2014

1. In advance of the NOFA season, applicants and potential applicants shall be involved in decision-making about the project review process in a way that maximizes collaboration to the greatest extent feasible. Examples include but are not limited to building partnerships for new projects at the CBSA level and participating in renewal roundtables. The Alliance Board may consider Continuum strategic planning goals, HUD priorities, and aggregate data about its system in determining the priorities for the project review process each year.

2. The Alliance Board of Directors establishes all project review policies and priorities, the specifics of which may vary from year to year. The Board is charged with ensuring that project review decisions are fair to both new and renewal applicants. All directors may vote on project review decisions that are about the process in general and not about specific projects.

3. The selection process may require a Letter of Intent (LOI) to be submitted by renewal and potential new projects by a deadline. While a LOI must be submitted in order for a project to proceed to an application, it is used for planning purposes by the Alliance and not for screening out potential applicants. Previously awarded projects that are not yet in operation shall submit a status report to the Alliance by the same deadline. If the status report suggests delays or setbacks that impact timely implementation, the Alliance may request quarterly or monthly updates until the project is in operation.

4. Staff’s role in the project review process shall be as an impartial facilitator. The director can create scenarios involving hypothetical or actual projects but does not choose or recommend any particular path. Staff helps applicants to understand factors such as eligibility, funding caps, HUD rules, and Continuum priorities. While the director may actively promote new project ideas and provide technical assistance, staff will not show preferential treatment to any application.

5. Projects in transition or closing shall notify the Alliance in a timely manner. The Alliance is here to help and to prevent gaps in services.

6. The Alliance Board and staff shall promote the efforts of projects to align with HUD and Continuum goals. The Alliance shall create mechanisms to allow projects to amend their project design or focus. These too may include Board policy decisions, staff support, and technical assistance. The Alliance executive director shall advise project applicants on the strategic realignment of their projects to fit HUD and Continuum goals.
7. Within the policies set by the Board, the Project Review Committee is charged with making a qualitative assessment of eligible new and renewal projects and recommending a ranking list for Board approval. The Project Review Committee may make Go/No Go recommendations about accepting or rejecting applications. The committee’s recommendations may also include reductions in budgets that are informed by Outcome Evaluation results, information presented to the Project Review Committee in the written application or the project presentation, and/or the specific guidance given to the committee by the Board or Executive Committee about Continuum-wide goals.

8. The Project Review Committee chair shall provide written reports to inform Board decision-making to the greatest extent possible. Project Review recommendations get shared in advance of a Board decision on them (i.e., in the Board packet) to give impacted parties the opportunity to review and respond to the recommendations. If agencies wish to develop a counterproposal to the recommendations, they are advised to discuss and vet those scenarios with the Alliance executive director and the Project Review Committee chair.

9. Project Review Committee members must not be representatives of any applicant. Project Review Committee members must sign an Ethics Protocol that asserts this conflict of interest policy and the confidentiality of project review proceedings.

10. The Project Review Committee is ultimately advisory, and the authority to accept or revise a ranking list lies with the Board of Directors. The Board acknowledges that it does not have access to the breadth of information that the Project Review Committee uses in its deliberations, and the Board gives significant weight to the Project Review Committee’s ranking recommendations. Directors representing a project on the ranking list must abstain from voting on the ranking list.

11. All decisions related to project review and ranking may be appealed, per the Alliance bylaws, to the Executive Committee. Because of the nature of NOFA timing and deadlines, the window to make an appeal may be shortened from 15 business days to a minimum of two (2) business days. If the Executive Committee is not the appropriate venue for action (e.g., if all but two executive committee members have conflicts of interest that preclude them from voting on the appeal), then the Board Chair may appoint a Special Appeal Committee of 3-7 Board Members who have no conflict of interest to take final action to decide the appeal.