**Name of Organization**

**Bylaws**

**ARTICLE I: ORGANIZATION**

**1.01 Name**

The official name of this organization is NAME OF ORGANIZATION (the “Corporation”). The organization is a NOT FOR PROFIT CORPORATION as defined in the General Not For Profit Corporation Act of 1986 (the “Act”) of the State of Illinois, or any successor legislation.

**1.02 Offices**

The principal office of the Corporation is located at ADDRESS OF ORGANIZATION. The board of directors (the “Board”) shall have the power and authority to (a) change the address of the registered office from time to time and (b) establish and maintain branch or subordinate offices at any other locations within Illinois.

**ARTICLE II: CORPORATE PURPOSES, POWERS AND LIMITATIONS**

**2.01 Purpose**

The Corporation is organized exclusively for charitable, educational or religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax law (the “Code”).

**2.02 Powers**

(a) Distributions and Transaction of Business. The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

The Corporation may make distributions to other organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The Corporation may further transact any or all lawful business for which corporations may be incorporated under the General Not For Profit Corporation Act of 1986, so long as it does not conflict with the above.

(b) Contributions. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

(c) Internships and volunteers. At times, per the discretion of the Board of Directors, we may provide internships or volunteer opportunities which will provide opportunities for involvement in activities and programs in order to have a greater impact for change.

**2.03 Limitations**

(a) No Distributions to Officers or Directors.  No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in its Articles of Incorporation.

(b) Limitations on Lobbying. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(c) No Unpermitted Activities. Notwithstanding any other provisions of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(d) Fund Allocation upon Dissolution.  Upon the dissolution of the Corporation, it shall, after paying or making provision for the payment of all of its liabilities, dispose of all of its assets to an organization(s) organized and operated exclusively for charitable, educational or religious purposes that qualifies as an exempt organization under Section 501(c)(3) of the Code, as the Board shall determine. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction in the county in which the principal office of the Corporation is then located.

**ARTICLE III: MEMBERSHIP**

**3.01 No Statutory Members**

The Corporation will not have members the meaning of Section 101.80 of the Act or corresponding section of any subsequent law. It may, however, have persons associated with it (see 3.03 below) whose volunteer efforts and contributions help to accomplish its purposes.

**3.02 Action by Board, Not by Members.**

Any action which by statute would require notice to, the presence of, or the vote, consent, approval or other action by the members will only require notice to, the presence of, or the vote, consent, approval or other action by the Board of Directors.

**3.03 Associates**

Nothing in this Article III will be construed as limiting the right of the Corporation to refer to persons associated with it as “members,” even though such persons are not members, and no such reference will constitute anyone a member, within the meaning of Section 101.80 of the Act or corresponding section of any subsequent law. The Corporation may confer by amendment of these Bylaws some or all of the rights of a member as set forth in the Act on any person or persons who do not have the right to vote on changes to the Corporation’s Articles of Incorporation, or on a merger, consolidation, or dissolution of the Corporation, or on a distribution of the Corporation’s assets, or on a sale, lease, exchange or mortgage of assets, but no such person will be a member within the meaning of Section 101.80 of the Act.

**3.04 Non-Voting Affiliates**

The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board.  Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation.  The Board, a designated committee of the Board, or any duly elected officer in accordance with Board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates’ rights, privileges, and obligations.   At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate’s consent.  At the discretion of the Board of Directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights, and are not members of the corporation.

**3.05 Dues**

Any dues for affiliates shall be determined by the Board of Directors.

**ARTICLE IV: BOARD OF DIRECTORS**

**4.01 General Powers**

 (a) The affairs of the Corporation will be managed by or under the direction of the Board of Directors which will be the governing body of the Corporation.

(b) The Board of Directors, in addition to the powers, authority and duties that may be granted or imposed by the Articles of Incorporation of the Corporation or elsewhere in these Bylaws, will have all of the powers, authority and duties prescribed or imposed by the Act for corporations organized under the Act which have no members. The powers of the Board of Directors include the following:

(1) Carrying out the executive, financial, and administrative functions of the Corporation.

(2) Establishing such committees, of Directors or associates, as may be necessary or desirable for carrying out the purposes of the Corporation.

(3) Authorizing the necessary expenditure of funds for the routine and special activities of the Corporation.

(4) Electing, at the annual meeting of the Board of Directors, the class of Directors to be elected at the annual meeting.

(5) Making appointments to fill interim vacancies of Officers or Directors.

(c) No Director may act by proxy on any matter. The Board of Directors may delegate functions to officers, employees, committees or others but retains full authority over, and responsibility for, all such functions.

**4.02 Number**

The number of directors of the Corporation shall be not less than four (4) and not more than nine (9). Directors need not be residents of Illinois. The number of directors may be changed from time to time within the minimum and maximum, by the Board.

**4.03 Terms**

(a) Initial directors shall serve a three-year term. All subsequent directors shall be elected to serve a two-year term, however the term may be extended until a successor has been elected.

(b)  Directors may serve terms in succession.

(c)  The term of office shall be considered to begin January 1 and end December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.

**4.04 Qualifications and Election of Directors**

In order to be eligible to serve as a director on the Board of Directors, the individual must be 18 years of age. Directors may be elected at any Board meeting by the majority vote of the existing Board of Directors.

**4.05 Vacancies**

The Board of Directors may fill vacancies due to the expiration of a director’s term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled Board position, subject to the maximum number of directors under these Bylaws. Vacancies shall be filled by the Board for the balance of the term of the director being replaced.

**4.06 Removal of Directors**

A director may be removed by two-thirds vote of the Board of Directors then in office, if:

(a)   the director is absent and unexcused from two or more meetings of the Board of Directors in a twelve month period.  The Board president is empowered to excuse directors from attendance for a reason deemed adequate by the Board president. The president shall not have the power to excuse him/herself from the Board meeting attendance and in that case, the Board vice president shall excuse the president. Or:

(b)   for cause or no cause, if before any meeting of the Board at which a vote on removal will be made the director in question is given electronic or written notification of the Board’s intention to discuss her/his case and is given the opportunity to be heard at a meeting of the Board.

**4.07 Board of Directors Meetings**

(a)   Regular Meetings.  The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the Board. Board meetings shall be held upon four (4) days notice by electronic mail or forty-eight (48) hours notice delivered personally or by telephone.  If sent by electronic mail, the notice shall be deemed to be delivered upon its deposit in transmission system.  Notice of meetings shall specify the place, day, and hour of meeting.  The purpose of the meeting need not be specified.

(b)   Special Meetings.  Special meetings of the Board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the Board of Directors.  A special meeting must be preceded by at least 2 days notice to each director of the date, time, and place, but not the purpose, of the meeting.

**(c)**Waiver of Notice.  The directors may waive notice of any meeting. The business to be transacted at and the purpose of any regular or special meeting of the Board shall be specified in the notice or waiver of notice of such meeting.

**4.08 Manner of Acting**

(a) Quorum.  A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board, and 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. If a quorum of directors is not present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

 (b) Hung Board Decisions. On the occasion that directors of the Board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

(c) Participation.  Except as required otherwise by law, the Articles of Incorporation, or these Bylaws,directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

**4.09 Compensation for Board Service**

By resolution of the Board, the directors may be paid their expenses, if any, for attendance at each meeting of the Board. No such payment shall preclude any director(s) from serving the corporation in any other capacity and receiving compensation therefor.

Any compensation to be paid to any officer or Director consistent with this Section shall be determined in advance in a manner consistent with Article 8.03 of these By-laws, and will take into account factors such as (i) compensation paid at similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions; (ii) the geographic scope of the Corporation; (iii) current compensation surveys; and (iv) actual written offers from similar institutions competing for the services of such officer or Director. In addition, the Board of Directors or an authorized committee thereof pursuant to Article 8.03 shall document the basis for determining the amount of compensation to be paid to each such officer or Director concurrently with making such determination.

**4.10 Compensation for Professional Services by Directors**

Directors are not restricted from being remunerated for professional services provided to the corporation.  Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law.

**4.11 Presumption of Assent**

A director of the Corporation who is present at a meeting of the Board at which action on any corporate matter is taken is presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she files his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**4.12 Informal Action by Directors**

Unless specifically prohibited by the articles of incorporation or bylaws, any action required or otherwise taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the directors entitled to vote with respect to the subject matter thereof. Any such consent signed by all the directors shall have the same effect as a unanimous vote, and may be stated as such in any document filed with the Secretary of State. Any such consent may be executed in any number of counterparts, each of which shall be deemed an original.

 **ARTICLE V: OFFICERS**

**6.01 Board Officers**

The officers of the corporation shall be a Board president, vice-president, and secretary, all of whom shall be chosen by, and serve at the pleasure of, the Board of Directors.  Each Board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers. The Board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation**,** each of whom shall have such authority and shall perform such duties as the Board of Directors may determine.  One person may hold two or more Board offices, but no Board officer may act in more than one capacity where action of two or more officers is required.

**6.02 Term of Office**

The officers of the Corporation are elected annually by the Board at the regular annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death, or until he or she shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

**6.03 Removal and Resignation**

The Board of Directors may remove an officer at any time, with or without cause.  Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.  Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice.  The acceptance of the resignation shall not be necessary to make it effective.

**6.04 President**

The President is the chief executive officer of the Corporation and shall, at the direction of the Board, supervise all of the business and affairs of the Corporation. The President shall preside at all meetings of the Board. S/he shall appoint all committees, temporary or permanent. The President is one of the officers who may sign checks or drafts of the Corporation.

**6.05 Vice President**

The Vice President shall assist the President in the discharge of the President’s duties as the President may direct and shall perform such other duties as from time to time may be assigned to the Vice President by the President or the Board. In the absence or disability of the Board president, the ranking vice-president or vice-president designated by the Board of Directors shall perform the duties of the Board president until such time as the President is capable of resuming his or her position. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the Board president.  The vice-president shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the Board president.

**6.07 Treasurer**

The treasurer shall be the lead director for oversight of the financial condition and affairs of the Corporation.  The Treasurer is one of the Officers who may sign checks or drafts of the Corporation. The treasurer shall oversee and keep the Board informed of the financial condition of the corporation and of audit or financial review results.  In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors.  The treasurer shall perform all duties incident to the office of Treasurer and such other duties assigned to the Treasurer by the President or the Board.  The treasurer may appoint, with approval of the Board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

**6.06 Secretary**

The secretary shall (a) keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors, (b) see that all notices are duly given in accordance with the provisions of these bylaws, and (c) be custodian of the Corporation records. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws.  The secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned to the Secretary by the President or the Board. The secretary may appoint, with approval of the Board, a director to assist in performance of all or part of the duties of the secretary.

**6.08 Powers and Duties**

The powers and duties of the several officers are as provided from time to time by resolution or other directive of the Board. In the absence of such provisions, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and business purposes to this Corporation.

**6.09 Non-Director Officers**

The Board of Directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

**ARTICLE VI: CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS**

**7.01 Contracts and other Writings**

The Board may authorize any officer or officers, agent or agents, 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.

**7.02 Checks, Drafts, or Orders**

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

**7.03 Deposits**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depository as the Board or a designated committee of the Board may select.

**7.04 Loans**

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

**7.05 Other Funds**

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

**7.06 Indemnification**

Each person who is or was a director or officer of the Corporation, and each person who serves or served at the request of the Corporation as a director or officer of another Corporation, shall be indemnified by the Corporation in accordance with, and to the fullest extent authorized by, the General Not for Profit Corporation Act of the State of Illinois as it may be in effect from time to time.

**ARTICLE VII:** **GRANTS AND CONTRIBUTIONS**

The making of grants and contributions and otherwise rendering financial assistance for the purposes expressed in the articles of incorporation and these bylaws shall be within the exclusive power of the Board, subject to the provisions set forth in Section 501(c)(3) of the Code.

**ARTICLE VIII: OTHER PROVISIONS**

**8.01 Fiscal Year**

The fiscal year of the Corporation is the calendar year, ending at midnight on the 31st day of December of every year.

**8.02 Waiver of Notice.**

Whenever any notice is required to be given to any director of the Corporation under the provisions of these bylaws or under the provisions of the articles of incorporation or under the provisions of law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, is deemed equivalent to the giving of such notice.

**8.03 Conflict of Interest**

(a) Any director, officer, or key employee who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any material and relevant facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the Corporation’s interest.

(b) The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five percent (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interests exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation, and whether there was a quorum present.

**ARTICLE IX: WHISTLEBLOWER POLICY**

This organization requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. The directors, officers and employees must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the responsibility of all directors, officers and employees to report ethics violations or suspected violations.

No director, officer, or employee who in good faith reports an ethics violation shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within this organization prior to seeking resolution outside the organization.

**ARTICLE X: AMENDMENTS**

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors then in office at a meeting of the Board, provided, however,

(a)  that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code;  and,

(b)  that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds vote of a quorum of directors at a Board meeting.

(c)  that all amendments be consistent with the Articles of Incorporation.

**Adopted \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2015**