

BYLAWS
OF
CHICAGO AREA FAIR HOUSING ALLIANCE

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ARTICLE 1. ALLIANCE.

Section 1.1 Corporate Name. The name of the corporation shall be Chicago Area Fair Housing Alliance, an Illinois not-for-profit corporation (hereinafter “CAFHA”).

Section 1.2 Corporate Purposes. The purposes of CAFHA are to develop, support, and facilitate the coordination of programs that further fair housing rights and opportunities for home seekers within the Chicago Consolidated Metropolitan Statistical Area, to develop common strategies for promoting long-term racial diversity, and to take steps to combat discrimination and harassment based on race, color, sex, age, religion, disability, national origin, ancestry, sexual orientation, marital status, familial status, military discharge status, military status, source of income, or housing status within Chicago area communities. CAFHA will, on its own and through member agencies:

1.2.2 work to insure that all urban and suburban Chicago areas are racially and economically inclusive;

1.2.3 provide home seekers with information that allows the broadest possible choice of housing, encouraging consideration of affirmative, pro-integration moves;

1.2.4 seek to eliminate the institutional forms of discrimination that lead to the dual housing market;

1.2.5 promote community understanding of and public support for fair housing; and

1.2.6 support programs that promote communities that are multi-racial, multi-cultural and economically diverse through the expansion of housing choices on an affirmative basis.

CAFHA shall possess all powers which a corporation organized under the Illinois General Not-For-Profit Corporation Act of 1986, as the same may be amended (the “Act”) shall possess, including all powers which are not in conflict with the aforesaid purposes for which CAFHA is organized.

Section 1.3 Not-For-Profit Organization. All of the assets and the earnings of CAFHA shall be held and utilized for qualified purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), in the course of which operation:

1.3.2 No part of the net earnings of CAFHA shall inure to the benefit of, or be distributable to its Members, directors (the “Directors”), officers, or other persons, except that CAFHA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein;

1.3.3 No substantial part of the activities of CAFHA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and CAFHA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Code.

1.3.4 Notwithstanding any other provision of these Bylaws, CAFHA shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 1.4 Corporate Dissolution. The Board of Directors of CAFHA (the “Board of Directors” or “Board”), after paying or making provision for the payment of all of the liabilities and obligations of CAFHA, shall distribute all of the assets of CAFHA, pursuant to a plan of distribution, to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of CAFHA is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 2. OFFICES.

Section 2.1 Registered Office. CAFHA shall continuously maintain a registered office in the State of Illinois which may, but need not, be the same as its place of business, and a registered agent whose business office is identical to such registered office.

Section 2.2 Other Offices. CAFHA may also have offices at such other places both within and without the State of Illinois as the Board of Directors may from time to time determine or as the business of CAFHA may require.

ARTICLE 3. MEMBERS.

Section 3.1 General Powers. As used herein, the term “Member” shall mean an entity or individual which holds member status in CAFHA, whether as Full Member or Associate Member.

Section 3.2 Classes of Membership. CAFHA shall have two (2) classes of Membership.

3.2.1 “**Full Member**” shall mean the Initial Full Members (as defined below) and, upon payment of the applicable annual dues, any Full Member Candidate approved by the Full Members. The “Initial Full Members” are: Access Living; Beverly Area Planning Association; Chicago Lawyers’ Committee for Civil Rights Under Law; City of Country Club Hills; City of Evanston; Cook County Commission on Human Rights; Community and Economic Development Corporation; Diversity, Inc.; Fair Housing Center of Lake County; HOPE Fair Housing Center; Housing Action Illinois; HCP of Illinois; Illinois Department of Human Rights; Interfaith Housing Center of the Northern Suburbs; Interfaith Open Communities; John Marshall Law School Fair Housing Legal Support Center; Lawyers’ Committee for Better Housing; Oak Park Regional

Housing Center; South Suburban Housing Center; Sargent Shriver National Center on Poverty Law; Village of Matteson; Village of Park Forest; Village of Richton Park; Village of Streamwood; Woodstock Institute. “Full Member Candidate” shall mean: (i) a tax-exempt, not-for-profit organization, institution or association whose activities further fair housing through investigation, enforcement, education, advocacy and/or counseling; or (ii) a public, tax-supported agency of local, state or federal government (a “Governmental Agency”), that operates an actively funded and staffed program to promote fair housing practices. Full Members shall actively support the work of CAFHA, make regular and timely Membership contributions, and promote the good name of CAFHA. Full Members shall have the following Membership rights in CAFHA: (i) to elect and remove Directors; (ii) to adopt amendments and/or to restate the Articles of Incorporation or Bylaws of CAFHA; (iii) to elect and remove Officers; (iv) to admit new Members and determine the classification of such Members as either Full or Associate; and (v) to terminate Membership of any Member as provided in Section 3.4.

3.2.2 “**Associate Member**” shall mean the Initial Associate Members (as defined below) and, upon payment of the applicable annual dues, any Associate Member Candidate approved by the Full Members. The “Initial Associate Members” are: Baird and Warner; Latinos United. “Associate Member Candidate” shall mean (i) any organization, institution, or association, or any Governmental Agency, that promotes fair housing interests, but does not satisfy the definition of a Full Member Candidate. Associate Members shall support the mission of CAFHA, make regular and timely Membership contributions, and promote the good name of CAFHA. Associate Members shall have the following Membership rights in CAFHA: (i) the right to attend all meetings of Members; provided, however, that Associate Members shall not be entitled to vote or to be counted for purposes of determining the existence of a quorum.

Section 3.3 Obtaining Member Status. Candidates for either Full or Associate Membership shall submit to the Board of Directors on a form made available by CAFHA, written application for Membership. Information to be supplied shall include: name of organization, organization contact information, service area, category of Membership sought, mission or goals statement, specific fair housing programs and services provided, names of proposed designated delegates, alternates and the position held by each within the organization. Nominations for Membership shall be considered upon the positive recommendation of the Board of Directors and may be voted upon at the annual meeting or any regular or special meeting of the Membership. If the application is approved by the Full Members, the applicant shall be admitted as either a Full Member or Associate Member, as the case may be, upon payment of annual dues established by the Board of Directors.

Section 3.4 Maintaining Member Status. Members of CAFHA shall maintain Member status by paying annual dues and assessments as provided in these Bylaws and by complying with all other applicable requirements of these Bylaws. Failure by a Member to pay annual dues or assessments within the time prescribed by these Bylaws (the “Due Date”) shall automatically cancel Member status in CAFHA, unless the Board extends the time for payment of such dues or assessments prior to such Due Date. A Full Member whose dues or assessments have not been paid by the Due Date and who has received an extension of the time for payment shall not have the right to vote at any meeting of the Members until such dues or assessment have been paid in full, unless such extension applies to all Full Members. Member status of any Full or Associate Member may

terminated for good cause, which shall include but not be limited to, acts or omissions that are inconsistent with CAFHA's Articles of Incorporation, Bylaws, purposes, mission or activities (including without limitation advocating or lobbying activities which conflict with CAFHA's mission or the failure to comply with the requirements of Membership set forth in these Bylaws). Such termination of Member status must be approved by the Full Members in order to be effective. Upon termination of Member status, the former Member shall not be entitled to the return of any portion of the annual dues or assessment paid nor shall the former Member have any claim to any of CAFHA's assets.

Section 3.5 Resignation From Member Status. A Member may resign from Member status by giving a written notice to the Board of Directors. A resignation shall take effect upon receipt by the Board of Directors. A resigning Member shall not be entitled to the return of any portion of the annual dues or assessments paid nor shall a resigning Member have any claim on any of CAFHA's assets. A resigned Member shall remain liable for the payment of any amount owed to CAFHA, including any unpaid dues or assessments applicable to the year of resignation.

ARTICLE 4. MEETING OF MEMBERS.

Section 4.2 Delegates. A duly authorized representative of each Member shall designate in a writing provided to the President and Secretary of CAFHA one delegate and one alternate delegate to represent such Member at all meetings of the Members and in the execution of any written consents by the Members. Such designation may be relied upon by CAFHA until revoked in writing by a duly authorized representative of the Member. If a delegate is also a Director, revocation of an individual's status as delegate shall operate to simultaneously remove such individual as a Director. An alternate delegate shall be authorized to act at meetings of the Members only in the absence of the delegate. The presence of any delegate or alternate delegate at any meeting of the Members will constitute attendance by that Member; provided, however, if both the delegate and alternate delegate are present, only the vote of the delegate shall be counted.

Section 4.3 Annual Meetings. The annual meeting of the Members shall be held at a place and time determined by the Board of Directors.

Section 4.4 Special Meetings. A special meeting of Members may be called at any time by the President, the Secretary, or by majority of the Full Members.

Section 4.5 Notice Of Meetings. The Secretary shall send written notice to Full and Associate Members stating the time and place of each annual or special meeting and the purposes for which the meeting is called. Such notice shall be delivered to Members not less than five (5) days calendar days, nor more than sixty (60) days calendar days, before the date of the meeting, either by mail, facsimile or electronic mail; provided, however, if such meeting is for a merger, consolidation, dissolution or sale, lease or exchange of assets not less than twenty (20) nor more than sixty (60) days before the date of the meeting shall be given. Any Member, by its delegate or alternate delegate, may waive in writing notice of any meeting. The attendance of any delegate or alternate delegate at any meeting shall constitute a waiver of notice of such meeting.

Section 4.6 Quorum/Voting. The presence of one-third of the Full Members entitled to vote, represented by their delegates or alternate delegates at any meeting, shall constitute a quorum for the transaction of business. Each Full Member shall be entitled to cast its vote through its delegate or alternate delegate. The affirmative vote of a majority of the Full Members at any meeting at which a quorum is present shall be the act of the Full Members, unless a greater number is required by law.

Section 4.7 Presiding Officer. The President of the Board of Directors or another elected officer appointed by the President of the Board shall preside at all meetings of Members.

Section 4.8 Secretary. The Secretary of CAFHA shall be the secretary at all meetings of the Members. The President shall assist the Secretary and shall attend all sessions of each meeting.

Section 4.9 Parliamentary Rules. The rules contained in Robert's Rules of Order Revised, as the same may be amended from time to time, shall govern the deliberations at all meetings of Members and the Board of Directors.

Section 4.10 Action By Consent. Any action required to be taken at a meeting of the Members may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the Full Members.

Section 4.11 Proxies. A Member entitled to vote may vote by proxy executed in writing by the Member or the Member's duly authorized attorney-in-fact. For each meeting of the Members, the Secretary will verify any proxies submitted. To be valid a proxy must be submitted to CAFHA at least twenty-eight (28) days in advance of the meeting and be executed by the delegate of the Member. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

ARTICLE 5. BOARD OF DIRECTORS.

Section 5.2 General Powers. Except as to the matters reserved to the Members, the Board of Directors shall manage the property, business and affairs of CAFHA consistent with the Act, the Articles of Incorporation, these Bylaws, and the policies of CAFHA. Without limiting the foregoing, the Board shall be responsible for making policy decisions for CAFHA, developing programs to further the goals of CAFHA, management of CAFHA finances and general administration.

Section 5.3 Composition. The Board of Directors shall consist of not fewer than five (5) and not more than eight (8) Directors, including the President, Vice President, Secretary and Treasurer, who shall be ex-officio voting Directors. Within the range established herein, the exact number of Directors may be increased or decreased from time to time by the Board without further amendment to these Bylaws.

Section 5.4 Qualifications and Election. All Directors must be delegates of Full Members and have active involvement in fair housing activities. The Directors shall be elected by the Full Members at the annual meeting of the Members. Any Director who fails to attend two

consecutive Board meetings or two Board meetings in any twelve (12) month period may be removed from the Board by act of the Full Members.

Section 5.5 Term of Office. The term of office of a Director shall be one (1) year (subject to the Director's removal or resignation prior to the expiration of such term).

Section 5.6 Vacancy. Any vacancy occurring in the Board of Directors other than by expiration of term of office, or any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by act of the Full Members. A Director elected to fill a vacancy shall hold office for the unexpired term of his predecessor in office.

Section 5.7 Compensation. Directors shall not receive any compensation for their services as a Director, but by resolution of the Board of Directors, a Director may receive reimbursement for actual expenses incurred for attendance at any Board meeting; provided that nothing herein contained shall be construed to preclude any Director from serving CAFHA in any other capacity and receiving reasonable compensation therefore if such compensation is approved in advance by the Board.

Section 5.8 Regular Meetings. Regular meetings of the Board of Directors shall be established and held at least quarterly each year. In addition, the annual meeting of the Board of Directors normally shall be held during the month of September at such time and place as may be fixed by the President. Additional regular meetings shall be held during the year as determined by the Board.

Section 5.9 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President of the Board; provided, however, the President shall call a special meeting upon the written request of two (2) or more Directors. The President may fix the place for holding any special meeting of the Board of Directors.

Section 5.10 Quorum and Voting. A majority of the Directors then in office shall constitute a quorum; provided, however, that in no event shall a quorum consist of less than one-third of the Directors then in office. Each Director shall have one vote at meetings of the Board of Directors. Unless a greater percentage is required in these Bylaws or by law, any action of the Board shall require the affirmative vote of at least a majority of the Directors present at a meeting at which a quorum is present.

Section 5.11 Resignation. Any Director may resign his office at any time by delivering his resignation in writing to the Board of Directors, the President or the Secretary of CAFHA and the acceptance of such resignation, unless required by its terms, shall not be necessary to make such resignation effective. A Director who is a delegate of a Full Member shall be deemed to have automatically resigned as Director upon termination of such Full Member's Member status.

Section 5.12 Meeting by Conference Telephone. Members of the Board of Directors or of any Committee of the Board may participate in and act at any meeting of the Board or Committee by means of conference telephone or other communications equipment through which all persons

participating in the meeting can hear each other. Participation in such a meeting shall be equivalent to attendance and presence in person at the meeting of the person or persons so participating.

Section 5.13 Notice. The Secretary shall send written notice stating the time and place of each annual, regular or special meeting and the purposes for which the meeting is called. Such notice shall be delivered to the Director not less than five (5) days calendar days, nor more than sixty (60) days calendar days, before the date of the meeting, either by mail, facsimile or electronic mail; provided, however, if such meeting is for a merger, consolidation, dissolution or sale, lease or exchange of assets not less than twenty (20) nor more than sixty (60) days before the date of the meeting shall be given. Any Director may waive in writing notice of any meeting. The attendance of any Director at any meeting shall constitute a waiver of notice of such meeting.

Section 5.14 Waiver of Notice. The attendance of a Director at any meeting of the Board of Directors 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.

Section 5.15 Presumption of Assent. A Director of CAFHA who has been present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken, unless his or her dissent or abstention shall have been entered in the minutes of the meeting or unless he or she shall have filed his or her written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall have forwarded such dissent or abstention by registered mail or certified mail to the Secretary of CAFHA immediately after the adjournment of the meeting. No Director who voted in favor of any action may dissent or abstain from such action after adjournment of the meeting.

Section 5.16 Informal Action by Directors. Any action required by law to be taken at a meeting of the Board of Directors of CAFHA, or any other action which may be taken at a meeting of the Board or a Committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof, or by all members of such Committee, as the case may be.

5.16.2 **Effective Date.** The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more Directors. All the approvals evidencing the consent shall be delivered to the Secretary to be filed in the corporate records. The action taken shall be effective when all the Directors have approved the consent unless the consent specifies a different effective date.

5.16.3 **Effect of Consent.** Any consent signed by all the Directors or all the members of a Committee shall have the same effect as a unanimous vote, and may be stated as such in any document filed with the Secretary of State as required by law.

Section 5.17 Conflict of Interest. CAFHA's Conflict of Interest Policy, as the same may be amended by the Board of Directors from time to time, is attached hereto as Exhibit A.

ARTICLE 6. OFFICERS.

Section 6.2 Numbers and Titles. The officers of CAFHA shall be a President, a Vice President, a Secretary and a Treasurer.

Section 6.3 Election and Term of Office. The officers shall be elected by the Full Members immediately following the elections of Directors, and shall be chosen from among the individuals who have been elected to Director positions. Officers may be elected either individually or as a slate. Each officer shall hold office for one year and the election and qualification of his or her successor (subject to the officer's earlier death, resignation or removal). Election of an officer shall not of itself create contract rights.

Section 6.4 Removal. The Board of Directors may remove any officer whenever in its judgment the best interests of CAFHA would be served thereby. The removal of any officer requires a majority vote of the Board (not including the vote of the officer whose removal is at issue) at any regular or special meeting at which a quorum is present. In addition, an officer may be removed by act of the Full Members.

Section 6.5 Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification or otherwise, may be filled for the unexpired portion of the term by the Board of Directors..

Section 6.6 President. The President shall be the principal executive officer of CAFHA and shall serve as the Chair of the Board of Directors. Subject to the direction and control of the Board, the President shall have general supervision, direction and control of the business and affairs of CAFHA and shall perform all duties incident to the office of President and such other duties as may be assigned to him or her by the Board. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of CAFHA or a different mode of execution is expressly prescribed by the Board, the President may execute for CAFHA any contracts, deeds, mortgages, bonds, or other instruments which the Board has authorized to be executed, and he or she may accomplish such execution either under or without the seal of CAFHA and either individually or with the Secretary, any assistant Secretary, or any other officer thereunto authorized by the Board, according to the requirements of the form of the instrument.

Section 6.7 Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President (or in the event there be more than one (1) Vice President, the Vice Presidents, in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties and have such powers as from time to time may be assigned to him or her by the President or by the Board.

Section 6.8 Secretary. The Secretary shall act as secretary of CAFHA and the Board, shall assure that systems are in place to oversee sending appropriate notices or waivers of notice regarding Board meetings in accordance with these Bylaws or as required by law and other materials for all meetings of the Members and Board, shall ensure that the official records, reports and minutes

of the Members, the Board and Committees are safeguarded, and shall ensure the keeping of adequate records of all meetings of the Board.

Section 6.9 Treasurer. The Treasurer shall have charge of and be responsible for the maintenance of adequate books of accounts for CAFHA; have charge and custody of all funds and securities of CAFHA, and be responsible for the receipt and disbursement thereof; and perform all duties incident to the office of a Treasurer and such other duties as may be assigned to him or her by the President or the Board. With the approval of the Board, the Treasurer may delegate specified duties to an assistant Treasurer or other person for the effective conduct of the affairs of CAFHA.

Section 6.10 Other Officers and Agents. The Board of Directors may elect one or more assistant officers or agents who shall perform such duties not inconsistent with these Bylaws as from time to time may be assigned to such officers by the Board.

ARTICLE 7. COMMITTEES OF THE BOARD OF DIRECTORS.

Section 7.2 Creation of Committees. The Board of Directors shall have authority to designate such committees as it sees fit to facilitate the conduct of Board business (“Committees”).

Section 7.3 Manner of Acting. Each Committee, to the extent provided in the resolution creating such Committee and except as limited by law, the Articles of Incorporation or these Bylaws, shall have and exercise the authority of the Board of Directors in the management of CAFHA; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of a responsibility imposed upon it or him or her by law. Unless otherwise provided in the resolution creating a Committee, such Committee may select its chairman, fix the time and place of its meetings, specify what notice of meetings, if any, shall be given, and fix its rules of procedure that shall not be inconsistent with these bylaws or with rules adopted by the Board of Directors. The chair of each Committee shall be a Director of CAFHA.

Section 7.4 Composition. Unless otherwise specified in these Bylaws, the number and qualifications of Committee members shall be as set forth by the Board of Directors; provided that the number of members of any Committee shall not be less than two (2) and further provided that any Committee exercising the authority of the Board of Directors shall be comprised of a majority of Directors.

Section 7.5 Term. Each member of a Committee shall continue as such until his or her successor is appointed, unless the Committee shall be sooner terminated, or unless such member is removed from such Committee, or unless such member shall cease to qualify as a member thereof.

Section 7.6 Authority. A Committee’s duties and authority shall be as set forth in the respective resolution authorizing the Committee. A Committee may not take the following actions:

- (A) adopt a plan for the distribution of the assets of CAFHA, or for its dissolution;

- (B) approve or recommend to the Members any act which the Act requires to be approved by the Members;
- (C) fill vacancies on the Board or on any of its Committees which are vested with authority of the Board;
- (D) elect, appoint or remove any Officer or Director or member of any Committee vested with authority of the Board, or fix the compensation of any member of a Committee;
- (E) adopt, amend or repeal CAFHA's Bylaws or the Articles of Incorporation;
- (F) adopt a plan of merger or adopt a plan of consideration with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of CAFHA; or
- (G) amend, alter, repeal or take action inconsistent with any resolution or action of the Board of Directors when the resolutions or action of the Board provides by its terms that it shall not be amended, altered or repealed by action of a Committee.

Section 7.7 Removal and Vacancy. Vacancies in the membership of any Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7.8 Quorum. Unless otherwise provided by the Board of Directors, a majority of the whole Committee shall constitute a quorum and the act of a majority of the members of the Committee present at a meeting at which a quorum is present shall be the act of the Committee.

Section 7.9 Subcommittees. Nothing herein shall preclude any Committee from establishing such subcommittees as necessary; provided, however, that any such subcommittee is advisory in nature and does not exercise authority of the Board of Directors.

Section 7.10 Action without Meeting. Any action which may be taken at a meeting of a Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the members of the Committee entitled to vote with respect to the subject matter thereof.

Section 7.11 Attendance by Telephone. Members of a Committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can speak to and hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 7.12 Standing Committees. CAFHA's Board shall have five Standing Committees: (i) the Executive Committee, which shall be comprised of the Officers and responsible for leadership and guidance on organizational administration and decision-making, and shall exercise the authority of the Board between meetings of the Board; (ii) the Advocacy Committee, which shall be responsible for guidance on public policy priorities; (iii) the Education Committee, which shall

be responsible for guidance and action on education and outreach activities; and (iv) the Research Committee, which shall be responsible for guidance on research priorities and referral of applicable current research; and (v) the Nominating Committee, which shall nominate individuals for consideration by the Full Members for election as Directors. Notwithstanding any other provision of these Bylaws, the any Committee which shall exercise the authority of the Board shall be comprised of two or more Directors and a majority of its membership shall be Directors. All such other Committees shall be advisory only.

ARTICLE 8. INDEMNIFICATION.

Section 8.2 Indemnification of Directors and Officers.

CAFHA may, to the extent permitted by the General Not-For-Profit Corporation Act of Illinois, as amended, indemnify any person 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 CAFHA), by reason of the fact that he or she is or was a director, officer, employee or agent of CAFHA, or who is or was serving at the request of CAFHA as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against all 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 CAFHA and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct unlawful; provided, however, CAFHA shall not indemnify any such person in relation to matters as to which any such director or officer shall be adjudged in such action, suit, or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated upon the existence of such liability.

Section 8.3 Liability Insurance.

CAFHA shall have the power to purchase insurance on behalf of any person who is or was a director, officer, employee or agent of CAFHA or is or was serving at the request of CAFHA as a director, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such whether or not CAFHA would have the power to indemnify him against such liability under the provisions of this Article VIII.

ARTICLE 9. FISCAL MATTERS/MISCELLANEOUS.

Section 9.2 Checks, Drafts, Etc. All checks, drafts or orders for the payment of money and all notes shall be signed by such officer or officers or person or persons (whether or not officers of CAFHA) in such manner as the Board of Directors may designate.

Section 9.3 Fiscal Year. The fiscal year of CAFHA shall end on December 31st of each year.

Section 9.4 Deposits. All funds of CAFHA not otherwise employed shall be deposited to the credit of CAFHA in such banks or other depositories as the Board of Directors may select.

Section 9.5 Gifts; Donations. The Board of Directors may accept on behalf of CAFHA any grant, contribution, gift, bequest or devise for the general, or for any special, corporate purpose.

Section 9.6 Contracts. The Chair or the President or his or her designee shall be authorized to execute contracts on behalf of CAFHA. In addition, the Board may authorize other agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of CAFHA, with such authority being either general or confined to specific instances.

Section 9.7 Loans. CAFHA shall not make or obligate itself to make loans unless authorized by a resolution of the Board of Directors with such authority being either general or confined to specific instances. No loan shall be granted to an officer or Director of CAFHA.

Section 9.8 Indebtedness. CAFHA shall not contract for, incur, or guaranty indebtedness outside of the ordinary course of the CAFHA's business unless authorized by a resolution of the Board of Directors with such authority being either general or confined to specific instances.

Section 9.9 Maintenance of Records. CAFHA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Members and the Board of Directors, and shall keep at the principal office a record giving the name and address of the voting members of the Board of Directors.

Section 9.10 Dues and Assessments. Maximum annual dues for Members shall be determined by the Board at any annual or special meeting. Notice of any annual dues increase by the Board shall be sent to each Member at least thirty (30) calendar days before the due date for such dues. Annual dues must be paid by January 1 of the year for which they apply. Failure of a Member to pay annual dues within the time prescribed shall automatically cancel its Member status in CAFHA, unless the Board extends the time for payment of such dues or assessments prior to such date.

ARTICLE 10. GENERAL PROVISIONS.

Section 10.2 Seal. The Board of Directors may provide a corporate seal which shall have inscribed thereon the name of CAFHA and the words "Corporate Seal, Illinois."

Section 10.3 Waiver of Notice. Whenever any notice whatsoever is required to be given by law, by the Articles of Incorporation or Bylaws of CAFHA, 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.

Section 10.4 Headings. Section or paragraph headings are inserted herein only for convenience of reference and shall not be considered in the construction of any provision hereof.

Section 10.5 Gender. Words of the masculine gender utilized in these Bylaws mean and include correlative words of the feminine and neuter genders.

ARTICLE 11. AMENDMENT OF BYLAWS.

Section 11.2 Procedures for Amendment. The Bylaws may be amended by the affirmative vote of a majority of Full Members at any meeting of the Members at which a quorum of Full Members is present, provided that notice of any proposed amendments shall have been delivered to Full Members, in writing, by the Secretary at least twenty (20) calendar days prior to the meeting and which amendments are to be considered.

CERTIFICATE OF SECRETARY

The undersigned, as Secretary of the Chicago Area Fair Housing Alliance hereby acknowledges and affirms that the foregoing is a true, correct and complete copy of the Bylaws of the Chicago Area Fair Housing Alliance. The foregoing Bylaws were approved by the Members of Chicago Area Fair Housing Alliance at its meeting held on _____.

By: _____
Signature

Printed Name
Secretary of the Chicago Area Fair Housing Alliance