

**BYLAWS
OF
United Way of DuPage/West Cook
(Incorporated Not-for-Profit)**

ARTICLE I

Purposes

The purposes of the UNITED WAY OF DUPAGE/WEST COOK (“Corporation”) are as stated in its certificate of incorporation.

The Corporation is organized, and shall be operated, as a not-for-profit corporation organized under Illinois law and consistent with Internal Revenue Code Section 501(c)(3) (“Section 501(c)(3)”) as a charitable organization.

The Corporation is a member of United Way of Metropolitan Chicago and United Way Worldwide (collectively “United Way Entities”) provided that it complies with applicable membership requirements. The Corporation has such powers as are granted and consistent with such membership agreements with the United Way Entities and as also permitted under the laws of the State of Illinois, including but not limited to the Illinois General Not-for-Profit Corporation Act and its subsequent amendments.

ARTICLE II

Corporate Authority

Section 2-1 Fundraising

The Corporation, at its option, may receive, maintain, and accept as assets of the Corporation, any property, whether real, personal or mixed, by way of gift, bequest, devise or purchase from any person, firm, trust or corporation, to be held, administered and disposed of exclusively for charitable purposes within the meaning of Section 501(c)(3) or the corresponding provision of any future United States federal tax law, and in accordance with, and pursuant to, the provisions of these Bylaws; provided, however, that no gift, bequest, devise or purchase of any such property shall be received, or made and accepted, if it is conditioned or limited in such manner as shall jeopardize the status of the Corporation as an entity exempt under Section 501(c)(3).

Section 2-2 Fund Management

The Corporation shall have the power to operate bank accounts and to seek funds to establish an endowment fund, and to manage the investment and its returns consistent with the stipulations of its Bylaws and its tax exempt status. The Board of Directors and/or the Finance Committee may create and implement an Investment Policy Statement, Asset Protection Policy or other such policies that it deems necessary for the support, guidance and in furtherance of this power.

Section 2-3 Corporate Duration

The term of existence of the Corporation is perpetual.

Section 2-4 Distribution of Assets

Notwithstanding Section 2-3, it may, at some point in the future, become necessary to dissolve the Corporation. In that unlikely event, the Board of Directors will be responsible for resolving all outstanding debts and liabilities of this Corporation, and the distribution of remaining assets within the meaning of Section 501(c)(3) for a public purpose.

ARTICLE III

Offices

The Corporation shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office and may have other offices within or without the State of Illinois as the Board of Directors (hereinafter "Board") may determine.

ARTICLE IV

Members

The Corporation shall not have any members.

ARTICLE V

Board of Directors

Section 5-1 General Powers

The affairs of the Corporation shall be managed by its Board or under the Board's direction.

Section 5-2 Number, Tenure and Qualifications

The number of Directors of the Corporation shall be between fifteen (15) and thirty (30). The membership of the Board is to reflect the general characteristics of the communities served. They are to hold office until the annual meeting of the Board to be held on the third Wednesday of June, in the year in which their term expires. At each annual meeting, the Board of Directors shall elect new directors to hold office for a term of three (3) years or until their successors are elected. Directors will be assigned to three (3) classes to provide staggered terms of office so that no more than one-third (1/3) of the Directors change each year. No director shall be eligible for election to the Board after having served two (2) consecutive terms and must be absent from the Board for at least one (1) year before becoming eligible to serve again.

Section 5-3 Regular Meetings

The Board may provide by resolution the time and place for the holding of regular meetings. The Board shall meet at least four (4) times a year.

Section 5-4 Special Meetings

Special meetings of the Board may be called by the President or upon written request of any five (5) Directors.

Section 5-5 Notice of Meetings

Written notice of any meeting shall be delivered by or at the direction of the Chief Professional Officer (“CPO”) to each Director via: (1) personal delivery; (2) electronic mail or facsimile transmission with a confirmed receipt; or (3) U.S. mail. Any written notice to a Director shall be addressed to an address as shown on the records of the Corporation, at least five (5) days before the day on which the meeting is to be held.

Notice may be waived by a Director, either before or after the meeting. Attendance at any meeting, except for the express purpose of objecting to the transaction of business at the meeting because it is unlawfully called or convened, shall constitute a waiver of required notice. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Section 5-6 Quorum

A majority of the persons constituting the Board shall be a quorum for the transaction of business; provided, however, that if less than a majority of the Directors is present, a majority of the Directors present may adjourn the meeting and the Secretary shall give notice to the absent Directors of the time and place of the adjourned session of the meeting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, except where otherwise provided by law or by these bylaws. In the event of a tie vote, the President shall cast the deciding vote. No voting by proxy shall be allowed; however, any vote submitted by a Director in accordance with Section 4-11 hereof shall be counted as if such absent Director were present.

Section 5-7 Telephonic Voting

Any one or more members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 5-8 Conflict of Interest

Each Director and Officer shall disclose to the Corporation in writing any personal interest which such Director or Officer or a member of his or her immediate family may have in any matter pending before the Board or the Executive Committee or in which the Corporation may have an interest. Such Director and/or Officer shall refrain from participating and voting in any decision in such matter, including but not limited to funding decisions related to such.

Except as may be specifically provided by resolution of the Board, no Director or Officer, directly or indirectly, shall receive any salary, fee, payment, honorarium or other compensation or thing of value of any kind from the Corporation or other party as a result of such Director’s or Officer’s position or affiliation with the Corporation. However, they may be reimbursed for expenses reasonably incurred on behalf of the Corporation.

Section 5-9 Resignations

Any Director may resign at any time by giving a written notice to the President or Secretary of the Board and CPO/RVP. Three (3) consecutive unexcused absences from meetings of the Board shall constitute a resignation from the Board. Five (5) consecutive absences from meetings of the Board, whether excused or unexcused, shall constitute a resignation from the Board.

Section 5-10 Vacancies

Whenever a vacancy occurs in the Board of Directors by death, resignation or otherwise, the President may, subject to the approval of the Board of Directors indicated by a majority vote, fill such vacancy, provided a quorum is reached. A person so appointed and approved shall serve the remainder of the vacant term, but be eligible for two (2) full three (3) year terms at the end of the vacant term.

Section 5.11 Electronic Mail Voting

Any one or more members of the Board or any committee thereof may participate through electronic mail by voting on any items that require a vote if: (a) the Board member has notified the President or Secretary of the Board or the CPO/RVP that they will not be in attendance at the Board meeting, and (b) the necessary information required to cast a vote has been disseminated at least three (3) days prior to the meeting ensuring an informed vote is taking place. Electronic mail voting will not be considered actual attendance sufficient to satisfy the attendance requirements set forth in Section 4-9, though the absence may be considered excused at the discretion of the President.

ARTICLE VI

Officers

Section 6-1 Officers

The officers of the Corporation shall be a President, two Vice Chairs, a Treasurer, a Secretary and such other officers as may be elected by the Board in accordance with the provisions of this Article.

Section 6-2 Election and Terms of Office

The Officers of the Corporation shall be elected annually by the Board of Directors at the regular Annual Meeting of the Board of Directors. Each Officer shall hold office until his or her successor shall have been duly elected and shall have qualified. The position of President shall be limited to two (2) consecutive one (1) year terms.

Section 6-3 Vacancies

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

Section 6-4 President

The President as principal officer shall manage the business and affairs of the Corporation subject to the policies and direction of the Board. The President shall serve at the pleasure of the Board and shall be accountable to the Board. The President will serve as the Corporation's representative to the United Way of Metropolitan Chicago Member Advisory Committee.

Section 6-5 Vice Chairs

The Board shall elect two Vice Chairs. In the absence of the President or in the event of his or her inability or refusal to act, a Vice Chairperson (in designated order as determined by the Board) shall perform the duties of the President. When so acting, a Vice Chairperson shall have all the powers of, and be subject to, the restrictions upon the President.

The Vice Chairs will serve as alternates to the United Way of Metropolitan Chicago Member Advisory Committee and all other duties as may be assigned to them from time to time by the Board of Directors.

Section 6-6 Secretary

Minutes of the meeting of the Board of Directors of the corporation shall be kept by or under the supervision of the Secretary. The Secretary shall also perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 6-7 Treasurer

Duties of the chief financial officer of this corporation shall be performed by or under the supervision of the Treasurer. The Treasurer shall also perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 6-8 Chief Professional Officer/Regional Vice President

The Chief Professional Office/Regional Vice President shall be employed by and serve at the discretion of the Board. The CPO/RVP shall be responsible for the operation, management and administration of the Corporation. The CPO/RVP shall be an ex officio member of the Board without vote. The CPO/RVP shall be paid such salary as is approved by the Board.

ARTICLE VII

Committees

Section 7-1 Board Standing Committees

The following are Standing Committees of the Board: Executive, Community Impact, Resource Development, Volunteer Outreach, and Finance. All committees, with the exception of the Executive Committee as prescribed in Section 7-2, shall act in an advisory capacity and may only make recommendations to the Board or its officers; they may not act on behalf of the Corporation or bind it to any action. One member of each Standing Committee who is also a Director shall be appointed chair by the President. Each Committee shall keep accurate minutes of its meetings and other proceedings.

Section 7-2 Executive Committee

The Executive Committee shall consist of: 1) the Officers of the Corporation; 2) the Chairs of each committee; and 3) other identified leaders with the approval of the Board. The Executive Committee shall meet at least four (4) times a year and upon the call of the President or the Vice President. It shall be the duty of this committee to conduct the affairs of the Board of Directors between meetings of the Board as permitted by law and under these bylaws.

Section 7-3 Community Impact Committee

The Community Impact Committee shall review and make recommendations to the Board concerning and undertake activities regarding community needs and assessment, agencies and programs, impact initiatives, community outcomes and other matters relating thereto.

Section 7-4 Resource Development Committee

The Resource Development Committee shall provide planning, oversight, monitoring, direction and involvement in all local campaign areas. This shall include but not be limited to strategies, plans, timetables, techniques and costs. This committee shall also oversee all community awareness activities.

Section 7-5 Volunteer Outreach Committee

Prior to the Annual Meeting, the Volunteer Outreach Committee shall submit a slate of candidates for election to the Board of Directors. The slate of candidates shall include both officers and new directors. The Committee shall also seek out prospective Board Members for future nominations, and shall nominate persons to vacancies that arise during the year. The Committee shall be responsible for the orientation of new Board members and ongoing education of all directors and officers as to the purposes of the organization and their responsibilities as members. The committee will be active year round.

Section 7-6 Finance Committee

The Finance Committee will oversee all financial areas regarding the Board. This may include monthly and annual reports, the annual operating budget, all investments, analysis of agency audits and assistance with other financial aspects as assigned.

Section 7-7 Other Standing Committees

The Board may establish additional Standing Committees as needed by resolution. The duties of such additional standing committees shall be as set forth in such resolution.

ARTICLE VIII

Liability and Indemnification

Section 8-1 Indemnification

- (a) The Corporation shall indemnify its Officers and Directors to the maximum extent permitted by law, from and against any threatened, pending or completed actions, suits or proceedings, whether civil, criminal, administrative or investigative, to which any Officer or Director is made a party by reason of such person's rendering of, or in connection with, services to the Corporation, provided the Officer or Director acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The Corporation's indemnity shall include reimbursing such Officer or Director for expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement or proceeding. The termination of an action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not create a presumption that the party seeking indemnification did not act in good faith and in a manner which he or she reasonably believed to be in, or not supposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, that the indemnified party had no reasonable cause to believe that such person's conduct was unlawful. This indemnification shall not apply if such damages and costs were caused by gross negligence or willful misconduct of the Officer or Director.
- (b) Any indemnification 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 he or she has met the applicable standard of conduct. Such determination shall be made (i) by a majority vote of the Directors then in office who are not parties to such action suit, or proceeding, even though less than a quorum, (ii) by a committee of Directors designated by a majority vote of the Directors then in office, even though less than a quorum, or (iii) if there are no such Directors, or if the Directors so direct, by independent legal counsel in a written opinion.

Section 8-2 Insurance

The Corporation may purchase and maintain insurance on behalf of any Director, Officer, employee or other agent of the Corporation, who is or was serving at the request of the Corporation, against any liability asserted against 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 Section 8-1 of this Article or under any application provision of the Act.

ARTICLE IX

General Provisions

Section 9-1 Counterpart Execution

Any document requiring the signature of the Directors and/or Officers may be executed in any number of counterparts with the same effect as if all of the required signatories had signed the same document. Such executions may be transmitted to the Corporation and/or the other Directors and/or Officers by facsimile and/or email and such facsimile and/or email execution shall have the full force and effect of an original signature. All fully executed counterparts, whether original executions, facsimile executions, email executions or a combination thereof, shall be construed together, and shall constitute one and the same agreement.

Section 9-2 Corporate Minutes and Records

The Corporation shall keep, as permanent records, minutes of all meetings of the Board and copies of all written resolutions and consents of the Board or any committees thereof. The Board shall approve the minutes of a Board meeting before such minutes become part of the permanent record. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. The Corporation shall keep a copy of the following records at its principal office: (i) the Corporation's Articles of Incorporation, or any restatements thereof, and all amendments currently in effect; (ii) the Corporation's Bylaws, or any restatements thereof, and all amendments currently in effect; (iii) a list of the names and contact information of the Corporation's current Directors and Officers, and (iv) the Corporation's most recent annual report delivered to the office of the Secretary of State of Illinois, as required by the Act. The minutes and records described above shall be made available for inspection by current Directors of the Corporation during normal business hours. In addition, to the extent required by applicable law, the Corporation shall make available for public inspection, during regular business hours, copies of (i) any application filed with, and any letter or other document issued by, the Internal Revenue Service with respect to the tax-exempt status of the Corporation; and (ii) the annual returns filed with the Internal Revenue Service for the three (3) most recent years (to the extent the Corporation is required to file such returns).

Section 9-3 Fiscal Year, Financial Report

The fiscal year of the Corporation shall begin on July 1 of each year and end on June 30 of such year. The books of the Corporation shall be closed as of the end of each fiscal year and financial statements shall be prepared and submitted to the Board for review. A report of the findings shall be presented at the next Board meeting.

Section 9-4 No Loans to or Guaranties for Directors or Officers.

The Corporation may not lend money to, or guarantee the obligation of, a Director or Officer of the Corporation, but the fact that a loan or guaranty is made in violation of this section does not affect the liability of any such Director or Officer to the Corporation.

Section 9-5 Investment

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board, without being restricted to the class of investments which a Director or trustee is, or may hereafter be, permitted by law to make or any similar restriction; provided that no action shall be taken by, or on behalf of, NAHS if such action is forbidden activity or would result in the denial of tax exempt status under Section 501(c)(3) of the Code.

ARTICLE X

Amendment to Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by the Board by a two-thirds (2/3) vote o of those members attending a properly noticed Meeting wherein a proper quorum has been established.

ARTICLE XI

Effective Date

These Bylaws shall become effective immediately upon vote, adoption and signature by a majority of the Directors.

Amended 6-14-2011

Approved by Board June 15, 2011