

Bylaws

Community Alliance and Action Network, Inc.

ARTICLE 1 NAME AND PRINCIPAL EXECUTIVE OFFICES

Section 1 Name

The name of this organization shall be called "Community Alliance and Action Network, Inc.", herein referred to as "CAAN."

Section 2 Principal Executive Office

The principal executive office of CAAN shall be in the City of Joliet, County of Will, and State of Illinois.

ARTICLE 2 MISSION AND PURPOSE

Section 1 Mission

The mission of Community Alliance and Action Network (CAAN) is to build community and personal alliances to alleviate the effects of discrimination one may be subjected to because of sexual orientation and gender identification.

Section 2 Purpose

CAAN will build community by:

1. Assessing the needs of Northern Illinois Lesbian, Gay, Bisexual, Transgender Questioning (LGBTQ) people and supporting existing organizations that are working toward eliminating discrimination based on sexual orientation and gender identification.
2. Creating programs of education, resources, outreach, advocacy, and social events to promote awareness, equality, and quality of all people regardless of sexual orientation or gender identification.
3. Implementing these programs by collaborative involvement of Northern Illinois LGBTQ people and organizations.

ARTICLE 3 DEDICATION OF ASSETS

Dedication of Assets

The properties and assets of this non-profit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of CAAN, on dissolution or otherwise, shall inure to the benefit of any private individual, or any member, Director, or Officer of CAAN. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to the purposes of charitable service to the LGBTQ people, provided that the organization continues to be dedicated to the exempt purposes specified in Internal Revenue Code Section 501(c)(3).

ARTICLE 4 BOARD OF DIRECTORS

Section 1 Corporate Powers

The corporate powers shall be vested in a Board of Directors, which shall manage the affairs of CAAN.

Section 2 Qualification of Directors

Directors may come from any of three avenues for nomination:

1. A CAAN Nominating Committee may nominate a slate of prospective Directors.
2. Be an active member of CAAN for at least ninety (90) days immediately prior to the election and request the nomination.
3. An active CAAN member may nominate another person who has been an active member for at least ninety (90) days immediately prior to the election.

Section 3 Number and Quorum of Directors

The number of Directors of CAAN shall be fixed at a minimum of *three (3)** individuals. A quorum at any meeting of the Board of Directors shall consist of a simple majority of the current number of Directors.

Section 4 Election and Tenure of Directors

Regular election of Directors shall be held at the June general membership meeting each year. Directors shall assume office at the next regularly scheduled Board Meeting. Directors shall hold office for two (2) year terms, and the terms shall be staggered so that approximately one-half of the terms expire each year. Directors shall be nominated for election by the Nominating Committee. Directors may be elected by a simple majority of votes cast according to an established electoral procedure. The Board of Directors, along with the assistance of the nomination committee, shall establish electoral procedures.

Section 5 Vacancies in the Board of Directors

1. Any vacancy in the Board of Directors resulting from:
 - a. An increase in the number of Directors, or
 - b. From removal, or
 - c. Resignation, or
 - d. Incapacity or death, or
 - e. Any other cause not specified...may be filled by a simple majority vote of the remaining Board of Directors no later than the next regular scheduled Board meeting. (See Article 4, Section 5). Such appointee shall serve until the next regular election.
2. A Board of Director's position may be declared vacant if a Director has an absence at two (2) consecutive regularly scheduled Board meetings or total of four (4) regularly scheduled Board meetings during a twelve month period.

Section 6 Removal of Directors

Any Director may be removed from office only for good cause by a vote of two-thirds (2/3) of the remaining Directors.

Section 7 Resignation

A Director may resign at any time by giving written notice to the President and/or the Secretary of the Board who shall present such letter to the Board of Directors at the next meeting. The Board shall treat such letter as a presentation of communication to be acted upon at the next Board meeting.

Section 8 Meetings

1. The Board of Directors shall hold at least one (1) regular meeting per month. *Members of the Board may participate in a meeting through use of telephone conference or internet conference, so long as members participating in such meeting can hear one another.**
2. Special meetings may be called by the President, by a simple majority vote of the Board of Directors, or upon written request of an active CAAN member addressed to the President or Secretary and approved by a simple majority of the Board. Such meetings shall be held within fifteen (15) days of said request. All Board members shall be given reasonable notice of special meetings, personally, by mail, or equivalent means.
3. The Board of Directors meetings shall be open to the general membership except for executive sessions for personnel and litigation matters

Section 9 Decision Making Policy

The basic decision making policy of the Board of Directors shall be to achieve unanimity whenever possible. Formal action by the Board of Directors must be by a simple majority vote in all cases, unless specified otherwise in the Bylaws. The Board may adopt such rules and procedures as it deems appropriate which are not in conflict with the law or the bylaws of CAAN.

Section 10 Powers and Duties of the Board of Directors

1. To conduct, manage, and control the affairs of CAAN and its properties, and to make such rules and regulations therefore, not inconsistent with the law, the Articles of Incorporation, or the Bylaws, as they deem necessary.
2. To select and remove the officers, agents, and employees of CAAN, as herein provided: to prescribe such powers and duties for them as may not be inconsistent with the law, the Articles of Incorporation or the Bylaws, and to fix their compensation.
3. To provide for a review of the books and records of the Treasurer and Secretary at least once annually by the general membership.
4. To formulate and promulgate policies and guidelines for the conduct of the affairs of CAAN.
5. To facilitate, support, and where deemed necessary, supervise and assist in maintaining pursuit of the aims and purposes of CAAN.
6. To develop a one-, three-, and five-year plan with an annual review which

shall contain strategies to implement the declared purposes as defined in Article 2, Section 2.

7. To chair a standing committee.

Section 11 Standing Committees

1. The Board of Directors shall have the power to establish and to dissolve standing and special committees for advancement of the purposes of CAAN.

2. The standing committees shall be:

Activities/Programs:

- a. To develop a yearly activities program (including but not limited to: educational, athletic, cultural, and health)
- b. To review and/or evaluate ongoing programs.
- c. To manage and maintain CAAN library/archives.

Public Relations:

- a. To provide CAAN related information to the general public and news media.
- b. To provide CAAN related information to the general membership.
- c. To provide information about the LGBTQ community to the general membership.
- d. To develop communication strategies for interaction with other community groups.
- e. To develop and implement a plan to recognize members, donors and individuals who make outstanding contributions to CAAN and the community.
- f. To seek sponsorship support for public relations events.

Membership:

- a. To develop and implement an ongoing membership recruitment program.
- b. To develop and implement a membership renewal recruitment plan.
- c. To maintain a current membership list.

Fund Raising:

- a. To develop and implement a yearly fundraising plan that includes annual and special events with budget and revenue projections.
- b. To seek sponsorship support for fundraising events.
- c. To identify and apply for special grants.

Building:

- a. To manage, maintain and improve CAAN offices and equipment.
- b. To develop a long-range plan for housing a larger CAAN community center.
- c. To provide materials and maintain CAAN's website.

Capital Improvement:

- a. To develop a strategy for capital improvements.
- b. To develop a fundraising program to fund capital improvements.

Nominating:

- a. To select candidates for regular elections of Directors (See Article 4, Section 4)
- b. To consist of two (2) members of the Board of Directors and three (3) individuals of the general membership in good standing.

Volunteer:

- a. To develop a volunteer recruitment program.
- b. To train volunteers.

3. Standing committees shall submit a written report to the Board of Directors on a quarterly basis.

Section 12 Notice, Board of Directors meetings

Except in an emergency, a notice of the time and place of such meeting, including a closed session, shall be posted at least five (5) days, excluding Sundays and legal holidays, prior to such meetings. Posting on CAAN's bulletin board and on its Internet site shall be deemed appropriate notice.

An emergency shall mean a situation where delayed action is detrimental to the mission of CAAN and deemed to be imperative by the President or presiding committee officer or agency. Directors shall employ whatever means are available to inform the membership that a meeting is to be held. The minutes of the meeting shall contain the reason for the emergency meeting.

Section 13 Waiver of Notice, consent to Meeting or Approval of Minutes

The business of any meeting of the Board of Directors, however called and noticed, or whenever held, shall be valid as though transacted at a meeting duly held upon notice, if a quorum is present and if either before or after the meeting, each of the Directors not present signs a written waiver of notice and consents to holding such meeting and approval of the minutes thereof. All such waivers, consents, and approvals shall be filed with the minutes of the proceedings of the Board of Directors.

Section 14 Action by Written Consent

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors shall individually or collectively vote in writing prior to such action and such action is approved by a majority vote. Such written votes shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as though voted upon by a majority of the Directors at a regular or special meeting of the Board.

Section 15 Conflict of Interest

No Director or Officer may enter into any contract or agreement with CAAN with the hope or expectation of a profit.

ARTICLE 5 OFFICERS OF THE BOARD OF DIRECTORS

Section 1 Officers and Executive Committee

1. The officers of the Board of Directors and of CAAN shall be a President, First Vice President, Second Vice President, Secretary, and Treasurer.
2. The Board, at its discretion, may create such other officers, as it deems necessary.

Section 2 Election and Tenure of Officers

Officers of the Board shall be elected by the Directors by secret ballot, at the first Board of Directors meeting following the regular election each June, assume their duties upon election, and serve for one (1) year.

Section 3 Removal of Officers

Any Officer may be removed from office only for good cause and by a vote of two-thirds (2/3) of the remaining Directors.

Section 4 Duties of Officers

1. President—The President shall have general executive supervision of the business of CAAN, implementing the directives of the Board of Directors and exercising the powers delegated by the Board. The President shall represent CAAN in all public matters unless he/she designates a representative. The President shall preside at Board of Director meetings, general meetings, and special meetings of CAAN and shall sit de facto with all Committees. The President

- may countersign checks.
2. First and Second Vice Presidents—The Vice President shall assist the President and Board of Directors in carrying out their duties, and shall carry out such executive and/or supervisory duties as are delegated by the President or other Board of Directors. In the event of the President's death, or other such emergency, the First Vice President shall serve as President. The Second Vice President will become the First Vice President and the remaining board members shall select a new Second Vice President. The First and Second Vice Presidents may countersign checks.
 3. Secretary—The Secretary shall keep a full and accurate record of all proceedings of the Board of Directors, shall keep files of all reports of officers and committees of CAAN, shall keep a file of the Articles of Incorporation and the Bylaws with all amendments duly recorded to be kept on hand at all Board meetings, and shall maintain a list of members. The Secretary shall establish and keep any other files and records deemed necessary by the Board of Directors. The Secretary, or his/her designee, shall furnish committees with any corporate documents needed for the performance of their duties. The Secretary and/or his/her designee shall send out all meeting notices, including the proposed agenda for each meeting, shall post a copy of the minutes of all Board of Director's meetings at CAAN, and shall prepare the official correspondence for the Board, as they may direct. The Secretary may countersign checks.
 4. Treasurer—The Treasurer shall receive for CAAN all donations, fees, and other monies given to CAAN and shall hold such monies in safekeeping as directed by the Board of Directors. The Treasurer shall ensure that accurate records are kept of the finances of CAAN and all documents relating thereto. The Treasurer shall make quarterly and yearly financial statements and such interim reports as the Board may require. The Treasurer may countersign checks.

ARTICLE 6 GENERAL MEMBERSHIP

Section 1 Qualification for Membership

Any individuals who support the Mission and purpose set forth in Article 2 of these Bylaws and are willing to contribute their efforts toward these aims, may become a member of CAAN by meeting requirements as set forth by the Board of Directors.

An active member shall be defined as a person who is paying dues, is attending meetings, and is participating on at least one committee.

Section 2 Categories and Requirements of Membership

The Board of Directors may establish various categories of membership and set forth benefits and requirements of such categories, including dues.

Section 3 Meetings

1. The regular annual general membership meeting shall be held in June of each year.
2. Special membership meetings may be requested by means of petition of the Board of Directors signed by at least twenty (20) members or ten percent (10%) of current membership, whichever is greater. The Board upon receipt of such a petition must call the meeting within forty-five (45) days and notify the membership by mail at least fifteen (15) days prior to the meeting. The Board may also call a special membership meeting by following the same notification procedure.
3. The Board of Directors shall conduct membership meetings. The Board shall provide for timely reports by officers and staff of CAAN, shall inform the membership of the agenda, and shall provide for members to bring business before meetings.
4. A minimum of twenty (20) members or ten percent (10%) of current membership, whichever is lesser, shall constitute a quorum for any membership meeting.

Section 4 Voting Requirements

Voting at membership meetings will be restricted to people who have been members for at least ninety (90) days prior to the meeting.

Section 5 Membership and Mailing Lists

1. Any membership or mailing list established under the authority of CAAN shall remain confidential and may not be disclosed to any other group or organization. Use of such lists shall be restricted to people specifically authorized by the Board of Directors.
2. Use of CAAN membership or mailing lists shall be restricted to purposes of determining of voting eligibility, mailings, notices, and membership/fundraising activities as authorized by the Board of Directors.
3. It shall be the duty of all Directors, Advisory Board Members, employees, and volunteers to maintain strict confidentiality regarding the names of volunteers, contributors, and clients.

ARTICLE 7 AMENDMENTS OF THE BYLAWS

Section 1 Amendments of the Bylaws

Bylaws may be adopted, amended, or repealed by the affirmative vote of three-fourths (3/4) of a quorum of the general membership.

Section 2 Effective Date

Amendments shall become effective immediately upon adoption, unless specified otherwise

ARTICLE 8 FISCAL YEAR AND REVIEW

Section 1 Fiscal Year

The fiscal year of the Corporation shall be ****August 1st through July 31st** or otherwise determined by the Board of Directors.

Section 2 Review

*When C.A.A.N.'s income is over \$25,000** An independent Accountant shall review the books of CAAN annually and the report of such accountant shall be filed with the records of CAAN as soon as possible after the end of the fiscal year.

ARTICLE 9 PARLIAMENTARY AUTHORITY

Parliamentary Authority

Robert's Rules of Order shall constitute the ruling authority at membership meetings and as a general guideline for Board meetings, wherein they do not conflict with the rules of the corporation or any statute of the State.

ARTICLE 10 INDEMNIFICATION OF DIRECTORS AND OFFICERS

Indemnification of Directors and Officers

Each Director, Officer, and volunteer now, or hereafter, serving CAAN and each person who at, the request of or on the behalf of, CAAN is now serving, or hereafter serves, as a Director and their heirs, executors, and administrators, or each of them, shall be indemnified by CAAN against all costs, expenses, judgments, and liabilities, including attorney fees reasonably incurred or imposed upon him/her in connection with, or resulting from any action, suit, or proceeding, civil or criminal, in which he/she, or may be made, a party by reason of an action alleged by have been taken or omitted by him/her as such Director or Officer, whether or not he/she is a Director or Officer at the time of incurring such costs, expenses judgments, and liabilities, except in relation to matters as to which he/shall be finally adjudged, without the right of further appeal in misconduct in the performance of his/her duty as such Director or Officer. Such indemnification shall be made with respect to adjudications other than on the merits and shall extend to settlements and compromises. The foregoing right of indemnification shall not be exclusive of other rights to which such Directors or Officers may be entitled as matter of law.

ARTICLE 11 CONFLICT OF INTEREST POLICY

Section 1 Purpose

The purpose of the conflict of interest policy is to protect CAAN's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of CAAN or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2 Definitions

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person

Financial Interest—A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment in any entity with which CAAN has a transaction or arrangement,
- b. A compensation arrangement with CAAN or with any entity or individual with which CAAN has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which CAAN is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article 11, Section 3, part b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3 Procedures

- a. Duty to disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. Determining whether a conflict of interest exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. Procedures for addressing the conflict of interest
 1. An interested person may make a presentation at the

- governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 3. After exercising due diligence, the governing board or committee shall determine whether CAAN can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in CAAN's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- d. Violations of the conflicts of interest policy
1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4 Records of proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5 Compensation

- a. A voting member of the governing board who receives compensation directly or indirectly, from CAAN for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from CAAN for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from CAAN, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6 Annual statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands that CAAN is charitable and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

Section 7 Periodic reviews

To ensure that CAAN operates in a manner consistent with charitable purposes and does not engage in activities that could not jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to CAAN's written policy, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8 Use of outside experts

When conducting the periodic reviews as provided for in Article 11, Section 7, CAAN may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**** Changed to be consistent with the IRS assigned fiscal year.**

*** Revised May 2011** per bylaws (see article 7 section 1)