

BY-LAWS
OF
MENTAL HEALTH ASSOCIATION OF GREATER CHICAGO

Article I

Purpose

Section 1.01 Name and Purpose. The Mental Health Association of Greater Chicago is an independent, not-for-profit, Association. The mission of the Association is to promote positive mental health in the Greater Chicago area by creating and supporting programs for the intervention, prevention and healing of mental illness. To this end, it supports educational and support programs that focus on the social and emotional development of families and children, provides services to improve the quality of life for those in need, and serves as an advocate for the rights and dignity of its constituents.

- (a) To maximize our impact on current efforts, we may seek to collaborate with other nonprofit organizations which fall under the 501(c)(3) section of the Internal Revenue Code and are operated exclusively for charitable purposes.
- (b) (b) At times we may provide internships or volunteer opportunities which will provide opportunities in said activities, programs and general business services in order to have a greater impact for change.

Section 1.02. Powers. The corporation will 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 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.

Section 1.03. Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. *Mental Health Association of Greater Chicago* is an Illinois nonprofit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation will take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation will inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

Article I

Members

Section 2.01. Classes of Members. The corporation will have Members and Honorary Members. Persons will be admitted to regular membership upon applying receipt of application and payment of dues. Honorary Members of the Association will be persons selected by the board of directors for recognition because of extraordinary personal service in the cause of mental health.

Section 2.02. Voting Rights. Members and Honorary Members will not have voting rights.

Section 2.03. Resignation. Any member may resign by filing a written resignation with the Secretary.

Section 2.04. Membership Certificates. No membership certificates of the corporation will be required but may be authorized by the board of directors in form prescribed by the Board.

Section 2.05. Dues. The board of directors will set the membership dues. Payment of dues will entitle a person to membership until December 31st of the year in which dues are paid, except if a person joins in the last quarter of a year, the membership will not expire until December 31st of the following year. A new member will pay his or her dues for the first year of membership with the application or subscription card for membership. Renewal dues will be paid by January 31st of each year; otherwise, the membership will deemed terminated and not renewed.

Section 2.06. Meetings. There is no requirement for an annual meeting of members. The board of directors may call a meeting of members anytime for any purpose upon such notice as determined by the board.

Section 2.07. 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, will 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 will 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.

2.08. Dues

Any dues for affiliates will be determined by the board of directors.

Article III

Board of Directors

Section 3.01. General Powers. The affairs of the corporation will be managed by or under the direction of its board of directors.

Section 3.02. Number, Tenure and Qualification. The number of directors will be no more than 25. The directors will be elected by the board of directors at its annual meeting, and a new director joining the board between annual meetings may be elected at a regular meeting. Each director hereafter elected will hold office for a term of 3 years until his or her successor will have been elected or he/she is voted in again, except the first term of any director may be less than 3 years in order to maintain staggered terms so that approximately one third of the directors are elected each year at the annual meeting of the board. Directors need not be residents of Illinois or members of the corporation. The number of directors may be decreased or increased to any number from time to time by amendment of this section. No decrease will have the effect of shortening the term of an incumbent director unless there is unanimous consent to such action at a meeting of directors. For current list of Directors see Addendum A.

Section 3.03. Annual and Regular Meetings. The board of directors will have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings will be held upon four (4) days' notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice will be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings will specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

An annual meeting of the board of directors will be held without other notice than these by-laws by the 3rd Wednesday in February of each year. The board of directors may provide, by resolution, the time and place for the holding of regular meetings of the board without other notice than such resolution; otherwise, notice of regular meetings will be upon 10 days prior, written notice by first class mail or email as authorized by the president and CEO and Chairman of the Board. Any director may waive notice of any meeting, in accordance with Illinois law.

Section 3.04. Special Meetings. Special meetings of the board of directors may be called by or at the request of the Chairman of the Board or any two directors. Special meetings will be held in Chicago, Illinois. at a place designated by the person or persons calling the meeting.

Section 3.06. Quorum. A third of the board of directors will constitute a quorum for the transaction of business at any meeting of the board of directors, provided that if less than a third of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice. If this quorum requirement is changed by amendment to the bylaws, a quorum will not be less than 1/3rd of the directors then in office as required by Section 1.08.15 of the General Not for Profit Corporation Act of 1986.

Section 3.07. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the board of directors, unless the act of a greater number is required by statute, these by-laws, or the articles of incorporation. No director may act by proxy on any matter.

(a) **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 will have the power to swing the vote based on his/her discretion.

(b) **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.

Section 3.08. Compensation for Board Service. Directors will receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

Section 3.09 Compensation for Professional Services by Directors. Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration will 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.

Section 3.010. Vacancies. Any vacancy occurring in the board of directors or any directorship to be filled by reason of an increase in the number of directors will be filled by the board of directors unless the articles of incorporation, a statute, or these by-laws provide that a vacancy or a directorship so created will be filled in some other manner, in which case such provision will control. A director elected to fill a vacancy will be elected for the unexpired term of his or her predecessor in office.

Section 3.11. Resignation and Removal of Directors. A director may resign at any time upon written notice to the board of directors. A director may be removed with or without cause, by vote of two-thirds of the entire board at a special meeting called for that purpose at which at least two-thirds of the entire board are present, and the purpose of the meeting is stated in the notice of the meeting.

Section 3.12. Informal Action by Directors. The authority of the board of directors may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the directors.

Section 3.13. Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors at which action on any corporation matter is taken will conclusively presumed to have assented to the action taken unless his or her dissent will be entered in the minutes of the meeting or unless he or she will file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or will forward such dissent by certified mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent will not apply to a director who voted in favor of such action.

Article IV

Officers

Section 4.01 Officers. The officers of the corporation will be a Chairman of the Board, one or more vice presidents (the number thereof to be determined by the board of directors), a treasurer, a secretary, and such other officers as may be elected or appointed by the board of directors. Officers whose authority and duties are not prescribed in these by-laws will have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person.

Section 4.02. Election and Term of Office. The officers of the corporation will be elected annually by the board of directors at the annual meeting of the board of directors. If the election of officers will not be held at such meeting, such election will be held as soon thereafter as a meeting may conveniently be set. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Each officer will hold office until his or her successor has been elected or until his or her death or until he or she will resign or be removed in the manner hereinafter provided. Election of an officer will not of itself create contractual rights.

Section 4.03 Removal from Office. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal will be without prejudice to the contract rights, if any, of the person so removed.

Section 4.04. Chairman of the Board. The Chairman of the Board will be the principal executive officer of the corporation. Subject to the direction and control of the board of directors, the Chairman of the Board will be in charge of the business and affairs of the corporation; he or she will see that the resolutions and directives of the board of directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the board of directors; and, in general, he or she will discharge all duties incident to the office of Chairman of the Board and such other duties as may be prescribed by the board of directors. He or she or any officer will preside at all meetings of the members and of the board of directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these by-laws, he or she may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments which the board of directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other person authorized by the board of directors, according to the requirements of the form of the instrument. He or she may vote all securities which the corporation is entitled to vote except as and to the extent such authority will be vested in a different officer or agent of the corporation by the board of directors.

Section 4.05. Vice-President. The vice-president (or in the event there be more than one vice-president, each of the vice-presidents) will assist the Chairman in the discharge of his or her duties as the Chairman may direct and will perform such other duties as from time to time may be assigned to him or her by the Chairman or the board of directors. In the absence of the Chairman 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 vice-president, the vice-presidents, in the order designated by the board of directors, or by the Chairman if the board of directors has not made such a designation, or in the absence of any designation, then in the order of their seniority of tenure) will perform the duties of the Chairman and when so acting, will have all the powers of and be subject to all the restrictions upon the Chairman. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these by-laws, the vice-

president (or any of them if there are more than one) may execute for the corporation any contracts, deeds, mortgages, bonds or other instruments which the board of directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer authorized by the board of directors, according to the requirements of the form of the instrument.

Section 4.06. Treasurer. The treasurer will be the principal accounting and financial officer of the corporation. He or she will: (a) have access and oversight of the books of account for the corporation; (b) have charge and custody of all funds and securities of the corporation, and be responsible therefor, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him either by the Chairman or by the board of directors. If required by the board of directors, the treasurer will give a bond for the faithful discharge of his or her duties in such sum and with a bond for the faithful discharge of his or her other duties in such sum and with such surety or sureties as the board of directors will determine.

Section 4.07. Secretary. The secretary will: (a) record the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be a custodian of the corporate records and of the seal of the corporation; (d) keep a register of the post office address of each member which will be furnished to the secretary by such member; and (e) perform all duties incident to the office of secretary and such other duties as from time to time may be designated to him or her by the Chairman or by the board of directors.

Section 4.08. Assistant Treasurer and Secretary. The assistant treasurer and assistant secretaries will perform such duties as will be assigned to them by the treasurer or the secretary, respectively, or by the Chairman or the board of directors. If required by the board of directors, the assistant treasurers will give bonds for the faithful discharge of their duties in such terms and with such sureties as the board of directors will determine.

Section 4.09. Salaries. Officers will serve on a voluntary basis without compensation. Officers may be reimbursed for expenses advanced on behalf of the association and approved by the Chairman.

Section 4.10. Compensation for Professional Services by Directors. Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration will 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.

Article V

Committees, Commissions and Advisory Boards

Section 5.01. Committees. The board of directors, by resolution adopted by a majority of the directors, may designate one or more committees to assist the board with the activities of the corporation. Each committee will consist of one or more directors and such other persons as the board of directors nominates, and the board may abolish committees. The board of directors may appoint a director to any committee as its liaison. The committees will not exercise the authority of the board of directors in the management of the corporation but will advise the board of suggested action to be taken.

- (a) Minutes will be kept of each meeting of any committee and will be filed with the corporate records. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

Section 5.02. Commissions or Advisory Bodies. Commissions or advisory bodies not having and exercising the authority of the board of directors in the corporation may be designated or created by the board of directors and will consist of such persons as the board of directors designates. The commission or advisory body may not act on behalf of the corporation or bind it to any actions but may make recommendations to the board of directors or to the officers of the corporation.

Section 5.03. Term of Office. Each member of a committee, advisory board or commission will continue as such until the next annual meeting of the board of directors and until his or her successor is appointed, unless the committee, advisory board or commission will be sooner terminated, or unless such member be removed from such committee, advisory board or commission by the board of directors, or unless such member will cease to qualify as a member thereof.

Section 5.04. Chairman. One member of each committee, advisory board or commission will be appointed chairman by the board of directors.

Section 5.05. Vacancies. Vacancies in the membership of any committee, advisory board or commission may be filled by appointments made by the board of directors.

Section 5.06. Quorum. Unless otherwise provided in the resolution of the board of directors designating a committee, advisory board or commission, a third of the whole committee, advisory board or commission will constitute a quorum, and the act of a third of the members present at a meeting at which a quorum is present will be the act of the committee, advisory board or commission.

Section 5.06. Minutes. The committee will keep regular minutes of its proceedings and submit copies of the minutes to the Board within 20 days of each meeting.

Article VI

President and CEO

Section 6.01. Appointment. The President & CEO may be appointed by and serve at the will of the board of directors, subject to termination with or without cause. He or she will be responsible to and report to the board of directors for the overall active management of the affairs of the Association, implementation of its policies, procedures and programs as determined by the board of directors, and be responsible for the administration of the Association's offices and the supervision of its staff. The primary responsibilities of the President and CEO will include:

- (a) Development of both short and long-range objectives for presentation to and approval of the board of directors;
- (b) Formulation of an annual budget for the operation of the Association to be presented to the board of directors for its approval;
- (c) Representation of the Association in maintaining effective relationships between the Association and governmental, professional and mental health groups and associations and coordinating Association efforts with other associations or agencies for joint undertakings, public relations, fund raising and operations;
- (d) Review of information prepared by staff and preparation of information for transmittal and presentation to the board of directors and all committees of the board;
- (e) Assessment of staffing needs, staff selection (with board of director's prior approval), and timely performance appraisals of staff and coordination and direction of activities of the staff;
- (f) Preparation and execution of contracts and obligations in the ordinary course of business for the Association (with power to delegate such authority to staff members and agents); and
- (g) Performance of such other duties as may be assigned by the board.

Article VII

Dissolution

If the Association will be dissolved, the net assets after payment of all amounts owed thereof will be conveyed to any charitable organization qualified at the time of acceptance with an exemption from federal income taxes under Section 501 (c) (3) of the Internal Revenue Code of 1954, or successor provisions.

Article VIII

Miscellaneous Provisions

Section 8.01. Amendments to Bylaws. The power to make, alter, amend, or repeal the bylaws of the corporation will be vested in the board of directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation. Notice of any proposed amendment will be given to the members of the board of directors 10 days prior to the meeting at which the change or changes will be considered, and further changes to a proposed amendment may be made at the meeting provided it is germane to the subject of the proposed amendment.

Section 8.02. Bond. The board of directors may, in its discretion, require the bonding of all officers and staff members having access to the funds of the Association, the cost of which will be at the expense of the Association.

Section 8.03. Books and Records. The corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors and will keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

Section 8.04. Checks, Drafts, Etc. All checks, drafts, other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation will be signed by such officer or officers and such agent or agents of the corporation and in such manner as will from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments will be signed by the treasurer or an assistant treasurer and countersigned by the Chairman or a vice president of the corporation.

Section 8.05. Contracts. In addition to these bylaws, the board of directors may authorize any officer or officers and any agent or agents to enter into any contract or execute and deliver any instrument in the name of and for the corporation, and such authority may be general or confined to specific instances.

Section 8.06. Deposits. All funds of the corporation not otherwise employed will be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

Section 8.07. Fiscal Year. The fiscal year of the corporation will end on June 30th.

Section 8.08. Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purposes of the corporation.

Section 8.09. Loans. No loans will be contracted for the corporation and no evidences of indebtedness will be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 8.10. Offices. The corporation will continuously maintain in the state of Illinois a registered office and a registered agent whose business office is identical with such registered office, and the corporation may have other offices within or without the state.

Section 8.11. Property. All corporate property is irrevocably dedicated to the purposes set forth in Article I. No part of the net earnings of the corporation will inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation will be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these bylaws.

Section 8.12. Seal. If the corporation elects to have a seal, it will have inscribed thereon the name of the corporation, and the words “An Illinois Corporation” and “Corporate Seal.” The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

Section 8.13. Waiver of Notice. Whenever any notice is required to be given under these bylaws or under the articles of incorporation or under the law of Illinois, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice. Attendance at any meeting will constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

Section 8.14. Written Notice. Whenever the bylaws require a written notice to be sent to a person, said notice will be considered delivered if delivered personally to the person or deposited in the United States mail in a sealed envelope addressed to the person at his or her home or business address as it appears on the corporation’s records, with postage thereon prepaid.

Article IX

Indemnification of Officers, Director and Others

Section 9.01. Definitions. For the purpose of this article, the words quoted below are defined as follows:

- (a) “The corporation” means this corporation, all corporations absorbed into this corporation in a merger and any corporation into which this corporation is absorbed by merger or consolidation so that any person who was or is a director, officer, employee or agent of this or any other such corporation or was or is serving at the request of this or other such corporation as a director, officer, employee or agent of another entity will be covered by the provisions of this article.

- (b) “Action” means any action, suit or proceeding, whether civil, criminal, administrative or investigative in nature.
- (c) “Entity” means another corporation, partnership, joint venture, trust, sole proprietorship or other enterprise, and will also include employee benefit plans.
- (d) “Expenses” means reasonable expenses, reasonable attorney fees and costs, reasonable amounts paid in settlement of any action or threatened action and all judgments and fines and all excise taxes assessed regarding employee benefit plans.
- (e) “Good faith” means acting in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation and for any criminal action, without reasonable cause to believe that the person’s conduct was unlawful.

Section 9.02. Indemnification. The corporation will indemnify and hold harmless any person who was, is or is threatened or is made a party to any threatened, pending or completed action (other than an action by or in the right of the corporation) by reason of the fact that the person was or is a director, an officer, an agent or an employee of the corporation or was or is serving at the request of the corporation as a director, officer or fiduciary of another entity against expenses incurred by the person if the person acted in good faith. The termination of any action by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent will not, of itself, create a presumption that the person did not act in good faith.

Section 9.03. Further Indemnification. The corporation will indemnify and hold harmless any person who was, is or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person was or is a director, an officer, an agent or an employee of the corporation or was or is serving at the request of the corporation as a director, officer or fiduciary of another entity against expenses incurred by the person if the person acted in good faith, except that no indemnification will be made in respect of any claim, issue or matter as to which such person will have been finally adjudged to be liable for negligence or misconduct in the performance of the person’s duty to the corporation unless the court in which such action was brought will determine upon application that despite the adjudication of liability but in view of all circumstances of the case such person is fairly and reasonably entitled to indemnity for such expenses that such court will deem proper.

Section 9.04. Determination of Indemnification. Any indemnification under Sections 9.02 and 9.03 of this Article (unless ordered by a court) will be made by the corporation only as authorized in the specific case upon a determination that indemnification of the person is proper in the circumstances because the person appears to meet the qualifications set forth in Sections 9.02 and 9.03 of this Article. Such determination will be made:

- (a) Board of Directors. By the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or
- (b) Legal Counsel. If such a quorum is not obtainable, or even if obtainable if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or
- (c) Members. By the members.

Section 9.05. Payment of Expenses. Expenses incurred in defending an action may be paid by the corporation in advance of the final disposition of such action upon the written agreement of the person to repay said expenses to the extent it is finally determined that the person is not entitled to be indemnified therefor by the corporation.

Section 9.06. Indemnification Not Exclusive Right. The indemnification provided by this Article will not be deemed exclusive of any other rights to which a person may be entitled under any bylaw, agreement, authorization of the shareholders or by a majority of disinterested directors or otherwise, both as to any action in the person's official capacity as a director or an officer or in any other capacity, and the indemnification will continue as to a person who has ceased to be a director or an officer and will inure to the benefit of the heirs, executors and administrators of such a person.

Section 9.07. Indemnification of Others. The corporation may indemnify any person not a current or former officer or a director for liability incurred in his or her capacity as an employee, attorney, fiduciary or agent of the corporation whenever the board of directors deem it equitable or desirable that such indemnification be made.

Section 9.08. Insurance. The corporation may purchase and maintain insurance for any person who was or is a director, officer, employee or agent of the corporation, or was or is serving at the request of the corporation as a director, officer, employee, fiduciary or agent of another entity against expenses incurred by said person in any such capacity or arising out of the person's status as such, whether or not the corporation has the power to indemnify the person against such liability under the provisions of this Article.

ARTICLE X **MISCELLANEOUS**

10.01 Books and Records

The corporation will keep correct and complete books and records of account and will keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation will keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

10.02 Fiscal Year

The fiscal year of the corporation will be from July 1 to June 30 of each year.

10.03 Conflict of Interest

The board will adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

10.04 Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this corporation will be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Mental Health Association of Greater Chicago not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

10.05 Bylaw Amendment

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 will 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 ($\frac{2}{3}$) vote of a quorum of directors at a Board meeting.

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

ARTICLE XI **COUNTERTERRORISM AND DUE DILIGENCE POLICY**

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Mental Health Association of Greater Chicago will stipulate how the funds will be used and will require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, Mental Health Association of Greater Chicago willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

Mental Health Association of Greater Chicago will also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE XII **DOCUMENT RETENTION POLICY**

12.01 Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Mental Health Association of Greater Chicago records.

12.02 Policy.

Section 1: General Guidelines. From time to time, Mental Health Association of Greater Chicago may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2. Exception for Litigation Relevant Documents. Mental Health Association of Greater Chicago expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the Mental Health Association of Greater Chicago informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 2: Minimum Retention Periods for Specific Categories

(a) Corporate Documents. Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(c) Employment Records/Personnel Records. State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation will keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation will keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications will be

retained for three years. Retirement and pension records will be kept permanently. Other employment and personnel records will be retained for seven years.

(d) Board and Board Committee Materials. Meeting minutes are retained in perpetuity.

(e) Press Releases/Public Filings. The corporation will retain permanent copies of all press releases and publicly filed documents for 3 years.

(f) Legal Files. Legal documents will be maintained for a period of 5 years.

(g) Marketing and Sales Documents. MHAGC will keep final copies of marketing and sales documents for three years.

(h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are of value to the corporation and are protected as a trade secret where the corporation:

(i) derives independent economic value from the secrecy of the information; and

(ii) has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(i) Contracts. Final, execution copies of all contracts entered into by the corporation will be retained for at three years beyond the life of the agreement and five year in the case of publicly filed contracts.

(j) Correspondence. Correspondence will be saved for two years.

(k) Banking and Accounting. Accounts payable ledgers and schedules will be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) will be kept for three years. Any inventories of products, materials, and supplies and any invoices will be kept for seven years.

(l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. will be kept permanently.

(m) Audit Records. External audit reports will be kept permanently. Internal audit reports will be kept for three years.

Section 3: Electronic Mail. E-mail that needs to be saved should be either:

(i) printed in hard copy and kept in the appropriate file; or

(ii) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period will depend on the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE XIII
Transparency and Accountability
Disclosure of Financial Information With The General Public

13.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, Mental Health Association of Greater Chicago practices and encourages transparency and accountability to the general public. This policy will:

- (a) indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
- (b) indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
- (c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

13.02 Financial and IRS documents (The form 1023 and the form 990)

Mental Health Association of Greater Chicago will provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge when they so request.

13.03 Means and Conditions of Disclosure

Mental Health Association of Greater Chicago will make “Widely Available” the aforementioned documents upon request to be viewed and inspected by the general public.

13.04 IRS Annual Information Returns (Form 990)

While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation’s Form 990 will be submitted to each member of the board of director’s via (hard copy or email) upon its completion and delivery to the office of the Mental Health Association of Greater Chicago.

13.05 Board

- (a) All board deliberations will be open to the public except where the board passes a motion to make any specific portion confidential.
- (b) All board minutes will be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.
- (c) All papers and materials considered by the board will be open to the public following the

meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.

13.06 Staff Records

- (a) All staff records will be available for consultation by the staff member concerned or by their legal representatives.
- (b) No staff records will be made available to any person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, staff records will be made available only to those persons with managerial or personnel responsibilities for that staff member, except that
- (d) Staff records will be made available to the board when requested.

13.07 Donor Records

- (a) All donor records will be available for consultation by the members and donors concerned or by their legal representatives.
- (b) No donor records will be made available to any other person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, donor records will be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that;
- (d) donor records will be made available to the board when requested.

ARTICLE XIII **CODES OF ETHICS AND WHISTLEBLOWER POLICY**

14.01 Purpose

Mental Health Association of Greater Chicago requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the Mental Health Association of Greater Chicago must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Mental Health Association of Greater Chicago to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

14.02 Reporting Violations

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of Mental Health Association of Greater Chicago is in violation of law, a written complaint must be filed by that person with the vice president or the board chairman.

14.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be subject to civil and criminal review.

14.04 Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Mental Health Association of Greater Chicago and provides the Mental Health Association of Greater Chicago with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

Mental Health Association of Greater Chicago will not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of Mental Health Association of Greater Chicago or of another individual or entity with whom Mental Health Association of Greater Chicago has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Mental Health Association of Greater Chicago will not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of Mental Health Association of Greater Chicago that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

14.05 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

14.06 Handling of Reported Violations

The board chairman or vice president will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated by the board and its appointed committee and appropriate corrective action will be taken if warranted by the investigation.

This policy will be made available to all directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

ARTICLE XV **AMENDMENT OF ARTICLES OF INCORPORATION**

15.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

Certification of Adoption

The undersigned, secretary of the corporation, certifies that the foregoing bylaws were duly adopted by the corporation on November 21, 2017 by vote of the board at a meeting at which a quorum was present.

Jesse Maggitt

Dr. Jesse Maggitt

Secretary

jmaggitt@yahoo.com

Date: 11-21-2017