
THE ALLIANCE FOR HUMAN SERVICES

BOARD OF DIRECTORS MANUAL FY 2023



1200 University Center Ste #333

Grayslake, IL 60030

www.allianceforhs.org

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ALLIANCE FRAMEWORK

Mission Statement:

Enhance the delivery of services in Lake County by providing leadership that convenes human service sector stakeholders, fosters collaboration, and enhances the delivery of services in Lake County.

Vision:

The Alliance cultivates a network that maximizes the effectiveness of Lake County's human service providers

Guiding Principles:

The Alliance is committed to:

- Comprehensive, inclusive and equitable representation of the diverse segments of Lake County's human service sector.
- To provide support and resources to improve the member's capacity and overall delivery of services.

Core Programs:

- **MEMBER MONTHLY MEETINGS**

A standing monthly meeting for Executive directors and assigned staff members of member organizations, legislators and invited guests affiliated with the provision of human services for Lake County. These structured meetings are to be coordinated by the Executive Director and the Program Committee. Currently monthly member meetings are held via Zoom on the 3rd Friday of each month.

- **RESPOND-Front-line staff**

This unique group is designed for front line staff to provide opportunities to share information, receive informative updates and education and identify emerging issues. The RESPOND program is included in organization's membership dues and is no longer a separate fee. The RESPOND leadership committee will work with the Executive Director to provide pertinent programs and facilitate networking within the meeting structure. This group currently meets via Zoom the 1st Wednesday of each month at 11:30 am.

- **EVENTS/LEGISLATIVE FORUM/POVERTY SIMULATION**

Large events open to all members providing networking opportunities for membership and targeted guests. Events include prominent speakers or unique opportunities for members and invited community members to obtain education, amplify and strengthen the human services delivery and build a cohesive network across sectors.

Membership Levels:

Types, Benefits and Dues

- Membership criteria for all members
 1. Have a stake in human services or safety net health services in Lake County, IL.
 2. Supports the Alliance’s mission and vision
 3. Organizations must be in good standing with the State of Illinois
 4. Pays relevant dues on time
- Membership types, rights and benefits

Member type	Description	Member Rights	Member Benefits
Regular (Voting Member)	Non-profit or government organization whose core mission includes referring people to, or providing human services or safety net health services	Powers reserved for Regular Members: <ul style="list-style-type: none"> • Vote to elect board • Eligible to serve on board • Eligible to serve on committees 	<ul style="list-style-type: none"> • Eligible to participate in monthly executive director meetings. • Access to website portal • Directory of members • Access to lunch & learn meetings • Access to general meeting • Monthly newsletter
Individual	Any individual who has a stake in human services who is not actively employed by an organization that qualifies for membership.	<ul style="list-style-type: none"> • Eligible to serve on Board • Eligible to serve on a committee • Vote to elect board 	<ul style="list-style-type: none"> • Access to website portal • Directory of members • Access to lunch & learn meetings • Access to general meetings • Monthly newsletter
Friends of the Alliance/ Legislator	Foundations, and for-profit organizations that support the mission and vision of the Alliance	<ul style="list-style-type: none"> • Eligible to participate in committee positions and in advisory capacity 	<ul style="list-style-type: none"> • Access to website portal • Directory of members • Access to lunch & learn meetings • Access to general meetings • Monthly newsletter

BOARD OF DIRECTORS

POSITION	INDIVIDUAL	ORGANIZATION
BOARD CHAIR	Susan Suhling	Warren Township
VICE CHAIR	Meghan Powell-Filler	PADS-Lake Co
TREASURER	Scott Jewitt	Northern Illinois Food Bank
SECRETARY	Janelle Moravek	Youth and Family Network
MEMBERS AT LARGE		
Michele Bauman	Avon Township	
Damon Coleman	Lake Co Health Dept	
Alicia Garcia	Haces	
Carla Gutierrez	Catholic Charities	
Ed Gallagher	PACE	
Sam Haik	Individual	
Bobbie Hinden	Family Focus	

**Executive Director
Gayle Nelson**

BOARD RESPONSIBILITIES

CHAIR:

- Ensures the effective action of the Board in governing, supporting the organization, and in overseeing Board affairs.
- Speaks to the media and the community on behalf of the organization; represents the agency in the community.
- Develops agenda and presides at Board meetings.
- Leads the Executive Committee.
- Serves as an ex-officio member of all committees and attends their meetings when invited.
- Evaluates the effectiveness of the Board of Directors on a yearly basis.
- Stays in touch with chairpersons to ensure that their work is carried out; identifies committee recommendations that should be presented to the full Board.
- Determines whether Executive Committee meetings are necessary and convenes the committee accordingly.
- Supervises staff.
- Executes all bonds, mortgages and all contracts for the Corporation.
- Ensures that Board matters are handled properly; including preparation of meeting materials and committee functions.

VICE CHAIR:

- Acts as the chair in his/her or her absence.
- Assists the chair on the above or other specified duties.
- May be assigned to a special area of responsibility.
- Serves on the Executive Committee.

TREASURER:

- Manages the Board's review of, and the actions related to, the Board's financial responsibilities.
- Works directly with the bookkeeper in developing and implementing financial procedures and systems.
- Ensures that appropriate financial reports are made available to the Board.
- Must deposit all moneys and other valuable effects in the name of and to the credit of the Corporation, in the bank designated by the Board of Directors.
- Regularly reports to the Board on key financial events, trends, concerns and assessment of fiscal health.
- Chairs the Finance and Membership Committee.
- Leads the Finance Committee in developing the annual budget.
- Presents the budget to the Board for approval.
- Ensures, through the Finance Committee, sound management of cash and assets.
- Will perform other duties that may be assigned by the Board of Directors.

SECRETARY:

- Records meetings and prepares meeting minutes.
- Pays attention to sensitive deadlines and other dates important to the Board.
- Give all notices in accordance with the Bylaws.
- Supervises the custody of all records and reports.
- Is responsible for the keeping and reporting of adequate records of all meetings of the Board of Directors.
- Will certify the results of all elections.
- Will perform other duties that may be assigned by the Board of Directors.

COMMITTEE CHAIRS:

- Report to Board Chair and take direction from the Alliance strategic plan.
- Work with staff where appropriate.
- Convene committee meetings as appropriate to conduct committee work.
- Prepare committee meeting agendas and preside over meetings
- Report out to full board and let Chair know when full Board discussion/action is needed.
- Recruit committee members.

ALL BOARD MEMBERS:

- Attend at least 75% of the Board meetings each year (9).
- Exact time commitments may vary, but an average expected time commitment for Board and committee work may be 2-4 hours per month.
- Be available for phone and/or email consultation.
- Attend the annual meeting.
- Recruit a minimum of one new member for the Alliance per year.
- Understand and approve the annual budget.
- Take an active part in reviewing the budget on a monthly basis.
- Conduct a yearly self-assessment of performance.
- Conduct a yearly assessment of the general Board.
- Act in the best interest of the Alliance.
- Abstain from discussions and votes where there is a conflict of interest.
- Complete and submit a conflict of interest form.
- Work in good faith with staff and other Directors as partners towards achievement of the Alliance strategic plan/mission.
- Increase exposure of the Alliance throughout Lake County.

STAFF (CONTRACT OR PAID):

- Execute all back office operations
- Create and distribute newsletters.
- Community Outreach
- Implement and support membership strategies.
- Maintain membership directory
- Maintain website.
- Provide administrative support for events and programs.
- Work with Accountant and ensure accurate maintenance of book-keeping records

BOARD & ALLIANCE MEMBER COMMITTEES

GOVERNANCE:

- By-laws, including updates as needed
- Procures slate of Board Members on annual basis
- Orientation of new Board Members
- Evaluation of all Board Members
- Monitors the strategic plan
- Houses the nominating committee and their actions.

FINANCE:

- Financial oversight
- Preparing and presenting accurate, timely and meaningful financial statements to the board
- Work with accountant to ensure organization complies with federal, state and other reporting requirements

MEMBERSHIP:

- Strategies for membership retention and growth
- Marketing & member communications
- Welcome and orientation of new members

PROGRAMMING:

- Identifies issues and works with Executive Director (ED) to provide relevant content and speakers for monthly member meetings
- Oversees RESPOND monthly meetings through RESPOND Leadership Committee
- Oversees sub-committees for events: Poverty Simulation, Networking and Resource Fair.
- Responsible for annual meeting

EXECUTIVE COMMITTEE:

- Composed of Chair, Vice Chair, Secretary and the Treasurer
- Board Chair will be chair of this committee
- Meetings may be called by the Chair
- Executive Committee shall have and may exercise the authority of the Board Of Directors in the management of the affairs of the Alliance
 - Actions taken by the committee will be reported to the entire Board at the next regularly scheduled meeting.
 - The Board Chair may invite the chairs of the standing Committees to meetings when their participation would be beneficial.
 - Executive Committee will appoint an ad hoc committee for Strategic Planning

STRATEGIC PRIORITIES

STRATEGIC PRIORITY #1

Build a network of Lake County health and human service organizations

- **Goal #1 - Develop and implement programming that delivers value to member organizations**

Offer relevant programming that is targeted to employees at different levels of organizational leadership

Leadership networking group

RESPOND – information sharing and identifying emerging issues, provide educational programs to support the development of the next generation of nonprofit leaders

“Friends of AHS” group – convening nonvoting organizations and interested individuals who are interested in strengthening the human service sector

Hold events that convene health and human service stakeholders

Semi-annual events

Facilitate member communications

Monthly membership meetings

Maintain member directory

Update and maintain website

Continue monthly newsletters

Goal #2 -Develop and implement strategies to support operations and sustainability

Implement a dues structure that is in keeping with values provided and will be attractive to health and human service nonprofit organizations in Lake County

Increase membership in order to generate income that meets operating expenses
Secure staff support of AHS activities

Form highly functional committees that support the achievement of stated goals

STRATEGIC PRIORITY #2

Strengthen human service network to become a go-to resource hub for collaboration, community impact and solving sector problems

- **Goal #1 -Position the Alliance as a resource in county-wide collaborative efforts**

Foster referrals

Foster emergency management

planning Foster collaborative

grants/projects

- **Goal #2 -Promote awareness regarding health and human service resources and unmet needs in Lake County**

- **Goal #3 - Speak with one voice on advocacy topics**

CONFLICT OF INTEREST POLICY

The purpose of this conflict-of-interest policy is to prevent the institutional or personal interests of the Alliance for Human Services (“the Alliance”) board of directors, committee members, and staff from interfering with the performance of their duties to the Alliance, and to ensure that there is no personal, professional, or political gain at the expense of the Alliance. This policy is not designed to eliminate relationships and activities that may create a duality of interest, but to require the disclosure of any conflict of interest and the recusal of any interested party in a decision relating thereto.

A conflict of interest may exist when the interests or potential interests of any director, committee member, or staff member, or that person’s close relative, or any individual, group, or organization to which the person associated with the Alliance has allegiance, may be seen as competing with the interests of the Alliance, or may impair such person’s independence or loyalty to the Alliance. A conflict of interest is defined as an interest that might affect, or might reasonably appear to affect, the judgment or conduct of any director, officer, or staff member in a manner that is adverse to the interests of the Alliance.

Use of Information

The board of directors, committee members and staff shall not use information received from participation in the Alliance affairs, whether expressly denominated as confidential or not, for personal gain or to the detriment of the Alliance.

Disclosure and Recusal

Whenever any director has a conflict of interest or a perceived conflict of interest with the Alliance, he or she shall notify the Chair of such conflict in writing. Whenever any staff member (paid or volunteer) has a conflict of interest or a perceived conflict of interest with the Alliance, he or she shall notify the Chair of such conflict in writing.

When any conflict of interest is relevant to a matter that comes under consideration or requires action by the Board, or Committee, the interested person shall call it to the attention of the Chair and shall not be present during Board or Committee discussion or decision on the matter. However, that person shall provide the Board or applicable committee with any and all relevant information on the particular matter.

The minutes of the meeting of the Board or its committee shall reflect that the conflict of interest was disclosed, that the interested person was not present during discussion or decision on the matter, and did not vote.

The Board shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to the Corporation. Director conflict of interest determinations shall follow Section 3.14 of the Alliance bylaws. The decision of the Board on these matters will rest in their sole discretion, and their concern must be for the welfare of the Alliance and the advancement of its purpose.

Dissemination

A copy of this conflict-of-interest policy shall be furnished to each Board member, Committee member, and staff member who is presently serving this corporation or whom may become associated with it.

Certification

The policy and its application shall be reviewed annually for the information and guidance of Board, officers, and staff members, each of whom has a continuing responsibility to scrutinize their transactions and outside business interests and relationships for potential conflicts of interest, and make such disclosures as described in this policy.

Each Board member will be asked to complete a certification of agreement with the policy and disclosure of any known conflicts of interest upon his or her election or re-election to the Board and annually thereafter. As administered by the Alliance CEO, each staff member will be asked to complete such a certification upon his or her employment and on an annual basis thereafter. All certifications shall be reviewed by the Board as appropriate.

ALLIANCE FOR HUMAN SERVICES BY-LAWS

ARTICLE I

NAME AND PURPOSE

Section 1.1: Name

The name of the Corporation will be The Alliance for Human Services.

Section 1.2: Purpose

The mission of The Alliance for Human Services is to continuously improve the delivery of human services in LakeCounty, Illinois.

Section 1.3: Operation as a Tax Exempt Organization; Exempt Activities

- (a) The Corporation will operate as an organization within the meaning of Section 501(c)(3) of the Internal RevenueCode ("the Code").
- (b) The Corporation will neither have nor exercise any power, nor will it engage directly or indirectly in any activity,that would invalidate its status as a tax-exempt organization within the meaning of Section 501(c)(3) of the Code.
- (c) Notwithstanding any other provision of these Bylaws, no director, officer, employee, or agent of the Corporation is permitted to take any action or carry on any activity by or on behalf of the Corporation, which is not permitted to betaken or carried on by an organization exempt under Section 501(c)(3) of the Code.
- (d) No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to, any director,officer, employee, or agent of the Corporation.
- (e) If the Corporation dissolves, the balance of the money and property received by the Corporation, after payment of all debts and obligations of the Corporation, must be used, distributed, or transferred exclusively to an organizationor organizations with a substantially similar purpose or purposes to those for which the Corporation is organized. The Board of Directors will choose the specific organization or organizations to whom such a distribution will be made. No director, officer, employee, or agent of the Corporation, nor any private individual, will be entitled to anydistribution or division of the remaining property or proceeds of the Corporation.

ARTICLE II
MEMBERSHIP

Section 2.1: Qualification and Admittance of Members

The Corporation shall be a membership organization. There shall be four membership classifications: Regular Membership, Individual Membership, Friends of the Alliance and Legislative Friends of the Alliance.

All Members shall be i) stakeholders in human services or safety net health services in Lake County, IL, ii) that support the Corporation's mission, vision and values, and iii) except as specified with respect to Legislative Friends of the Alliance, pays relevant dues.

Regular Members shall be non-profit organizations whose core services or mission includes referring people to, or providing, human services or safety net services. The organizations must be in good standing with the State of Illinois.

Individual Members shall be individuals who meet the criteria for all members and are not employed by an organization that is eligible to be a Regular Member.

Friends of the Alliance may be governmental agencies or organizations, or any other entity that shares or supports the health or human services in Lake County.

Legislative Friends of the Alliance are elected legislative, law enforcement and legal officeholders while serving in office.

Members may be admitted upon submission of an application that is accepted by the Executive Director. Upon such admittance Members shall pay dues in accordance with the Corporation's policy or resolution. Dues shall be paid annually and will be based on a sliding scale of Regular Members budgets as approved and established by the board. The membership period shall be for one year beginning July 1 and ending June 30. Members shall be in good standing when dues are paid in full by September 30. The Board may approve an additional grace period if a documented hardship exists. Non-payment of dues shall be a cause for discontinuance of membership and result in the loss of current Board seat; prohibit a member from serving on the Board of Directors; revocation of voting privileges at an annual meeting; and the loss of access to Corporation funded activities. Membership may be reinstated, provided such person or organization submits appropriate payment for dues.

Section 2.2: Quorum and Rights of Members

At least 1/3 of Regular Members shall be present at the annual meeting of the Corporation to transact business. Regular and Individual Members are eligible to vote in Board of Director elections and to serve on the Board of Directors or its Committees. Regular Members may cast a vote by proxy. Regular Members are encouraged to have at least one executive or management employee serve on a committee. Regular Members shall also have access to all services provided by the Corporation, unless defined by the Board as a fee for-service offering in which Regular Members will have to tender the defined fee.

Legislative & Friends of the Alliance Members do not have the right to vote in Board elections and are not eligible to serve on the Board or its Committees. Friends of the Alliance do not have the right to vote in Board elections and are not eligible to serve on the Board, but may serve on its Committees.

ARTICLE III

Board of Directors

Section 3.1: General Powers

The affairs of the Corporation will be managed by or under the direction of its Board of Directors.

Section 3.2: Number; Election; Term; Qualifications

- (a) **Number:** The number of Directors of the Corporation will be nine to twelve.
- (b) **Election:** Directors will be elected at the Annual Meeting. Regular Members will be eligible to vote in the election of new Directors.
- (c) **Nomination:** The Board will consult and nominate candidates for the Board of Directors either directly, or through any Nominating Committee. The nomination process will be conducted in accordance with Section 5.1(d).
- (d) **Term:** Directors will hold office for three years. Directors will serve no more than three consecutive terms, starting with the date of the Annual Meeting at which they are elected, and until their successors have been elected and qualified, or until their death, resignation, or removal.
- (e) **Restrictions:** At least 3/4 of Directors will be Regular Members. Up to 1/4 may be Individual Members. No Friends of the Alliance and Legislative Friends of the Alliance may be a Director but Friends of the Alliance may serve on a Board Committee.

Section 3.3: Resignations

- (a) Any Director may resign at any time by giving written notice to the Board of Directors, the Chair, or the Secretary of the Corporation.
- (b) **Effective Date:** A Director's resignation will take effect when the notice is delivered unless the notice specifies a future date. Unless it is otherwise specified in the notice, the acceptance of such resignation will not be necessary to make it effective.
- (c) **Filling the Pending Vacancy:** The pending vacancy that arises due to a Director's resignation may be filled prior to the effective date, but the successor cannot take office until the effective date.

Section 3.4: Vacancies

- (a) Any vacancy occurring in the Board of Directors, or any directorship to be filled, by reason of an increase in the number of Directors, resignation, or removal may be filled by the Board of Directors at the Annual Meeting, any regular meeting, or at a special meeting of the Board of Directors called for that purpose even if the number on the Board is less than a quorum.
- (b) **Term of Office:** Each Director elected to fill a vacancy will hold office for the duration of the unexpired term of his predecessor in office.

Section 3.5: Annual Meeting

The Annual Meeting of the Board of Directors will be held at the place and time determined by the Board of Directors.

Section 3.6: Regular Meetings

The Board of Directors will hold regular meetings, not less than quarterly, at the times and places designated by resolution of the Board of Directors.

Section 3.7: Special Meetings

Special meetings of the Board of Directors may be held at any time and place but only if they are properly noticed pursuant to Article III, Section 8 of these Bylaws. The meetings may be called by the Chair or by a written request from any two (2) Directors.

Section 3.8: Notice of Meetings

- (a) **Timing:** Notice of each meeting must be delivered by any member of the Executive Committee to each Director at least five (5) days, but not more than sixty (60) days, before the day on which the meeting is to be held.
- (b) **Delivery:** Notice may be given by regular mail, electronically via facsimile, e-mail, or other electronic delivery methods permitted by law.
- (c) **Waiver:** Notice may be waived in writing by a Director, either before or after the meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- (d) **Description of Meeting in the Notice:** Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, except as provided in Article III, Section 12 of these Bylaws

Section 3.9: Quorum; Voting; Proxies

- (a) **Quorum:** One-third of Directors will constitute a quorum for the transaction of business at any meeting of the Board.
- (b) **Voting:** If a quorum is present, the act of the majority of the Directors present is equivalent to the act of the entire Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation of the Corporation, or these Bylaws.
- (c) **Proxies:** No Director may vote by proxy on any matter of the Corporation.

Section 3.10: Electronic Participation at Meetings

- (a) Directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or other communications equipment so long as all persons participating in the meeting can communicate with each other concurrently.
- (b) Telephonic or electronic director participation in a meeting will constitute attendance and presence at the meeting.

Section 3.11: Informal Action; Written Consent

- (a) **Informal Action:** Any action required to, or which may be taken at a meeting of the Board of Directors may be taken without a meeting if it is consented to in writing by all of the Directors.
- (b) **Written Consent:** The written consent must be evidenced by one or more written approvals from the Directors; each approval must set forth the action to be taken and provide a written record of approval. The approvals must be delivered to the Secretary of the Corporation and filed in the corporate records. In the alternative, written consent may be provided via email from each Director, returned to the Chair and Secretary. The Board will be asked to ratify such action at its next scheduled meeting.
- (c) **Effective Date:** Any action taken by the Board pursuant to this Section will be effective when all of the Directors have approved the written consent unless the consent specifies a different effective date.
- (d) **Removal:** One or more of the Directors may be removed, with or without cause, by the affirmative vote of a majority of the Directors then in office, present, and voting at a meeting of the Board of Directors at which a quorum is present.
- (e) If the vote for the removal of one or more directors is to take place at a special meeting called pursuant to Article III, Section 7(a) of these Bylaws, written notice of the proposed removal must be prepared and delivered to all Directors pursuant to Article III, Section 8, no fewer than twenty (20) days prior to the special meeting. Such notice must both include the purpose of the meeting (i.e., Removal of Directors) and list the Director or Directors sought to be removed.

Section 3.13: Presumption of Assent

If a Director is present at a meeting of the Board of Directors, he or she will be conclusively presumed to have assented to any corporate action taken at the meeting unless any of the following conditions is satisfied:

- (a) His or her dissent was entered in the minutes of the meeting;
- (b) He or she filed a written dissent to the action with the person acting as the secretary of the meeting before adjournment; or

- (c) He or she forwarded such dissent by registered or certified mail to the Secretary of the Corporation immediately after the meeting adjourned (however, this right to dissent will not apply to a Director who voted in favor of an action).

Section 3.14: Director Conflict of Interest

- (a) If a transaction is fair to the Corporation at the time it is authorized, approved, or ratified, the fact that any Director of the Corporation is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.
- (b) In a proceeding contesting the validity of a transaction on the grounds that it is unfair to the Corporation due to a conflict of interest, the person asserting validity has the burden of proving fairness unless the material facts of the transaction and the Director's interest or relationship were disclosed or known to the Board of Directors or a committee consisting entirely of Directors, and the Board or committee authorized, approved, or ratified the transaction by the affirmative votes of a majority of disinterested Directors, even though the disinterested Directors did not constitute a quorum.
- (c) **Quorum, Voting:** The presence of the Director who is directly or indirectly a party to the transaction described in Part (b) of this Section, or a Director who is otherwise not disinterested, may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board acts on the transaction.
- (d) **Indirect Interest:** A Director is "indirectly" a party to a transaction if he or she either:
 - 1. Has a material financial interest in the entity with which the transaction is occurring; or
 - 2. Is an officer, director, or general partner with the entity with which the transaction is occurring.
- (e) **Grant Exception:** If a Director of the Corporation is also an officer or director of both parties to a transaction involving a grant or contribution, without consideration, from one entity to the other, that Director is not "indirectly" a party to the transaction so long as the Director does not have a material financial interest in the entity that receives the grant or contribution.
- (f) **Grant Exception:** If a Director of the Corporation is also an officer or director of both parties to a transaction involving a grant or contribution, without consideration, from one entity to the other, that Director is not "indirectly" a party to the transaction so long as the Director does not have a material financial interest in the entity that receives the grant or contribution.

ARTICLE IV

OFFICERS

Section 4.1: Designation; Election; Term; Multiple Offices

- (a) **Designation:** The Officers of the Corporation will include a Chair, Vice-Chair, Secretary, Treasurer, and may include any other Officers or assistant Officers authorized by the Board of Directors.

- (b) **Election/Appointment:** The Officers will be elected or appointed by the Board of Directors at its Annual Meeting.
- (c) **Term:** Officers will hold office for one year and may be re-elected to that office a maximum of two times. Officers will serve no more than three consecutive terms, starting with the date of the Annual Meeting at which they are elected, and until their successors have been elected and qualified, or until their death, resignation, or removal
- (d) **Multiple Offices:** No one person may hold more than one of the following offices: Chair, Vice Chair, Secretary or Treasurer.

Section 4.2: Chair

- (a) The Chair shall, if present, preside at all meetings of the Board of Directors and exercise and perform such other powers as the Board of Directors and these By-Laws may from time to time prescribe.
- (b) The Chair will execute all bonds, mortgages and other contracts for the Corporation.
- (c) The Chair will from time to time report to the Board of Directors on all matters within his or her knowledge, which the interests of the Corporation may require to be brought to their notice.
- (d) The Chair will serve as an ex-officio member of all committees of the Board.

Section 4.3: Vice Chair

- (a) The Vice Chair shall perform such duties as may from time to time be prescribed by the Chair of the Board of Directors and these By-Laws.
- (b) In the absence of the Chair or in the event of his/her inability or refusal to act, the Vice Chair shall perform the duties of the Chair and when so acting shall have all the powers of and be subject to all the restrictions of the Chair.

Section 4.4: Secretary

- (a) The Secretary will act as secretary of the Board of Directors.
- (b) The Secretary will give, or cause to be given, all notices in accordance with the provisions of these Bylaws, or as required by law.
- (c) The Secretary will supervise the custody of all records and reports and will be responsible for the keeping and reporting of adequate records of all meetings of the Board of Directors.
- (d) The Secretary will participate as a member of the Nominating Committee (Section 5.1 (e).) and will certify the results of all elections.
- (e) The Secretary will perform such other duties as may be assigned from time to time by the Board of Directors.

Section 4.5: Treasurer

- (a) The Treasurer, or a person under their supervision, will keep full and correct account of receipts and disbursements in the books belonging to the Corporation and must deposit all moneys and other valuable effects in the name and to the credit of the Corporation, in the bank or banks designated by the Board of Directors.
- (b) The Treasurer, or a person under their supervision, will dispose of funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and must render to the Chair and the Board of Directors, whenever he or she may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.
- (c) The Treasurer will perform other such duties as may be assigned from time to time by the Board of Directors.

Section 4.6: Resignation

- (a) Any Officer may resign at any time by giving written notice to the Board of Directors, the Chair, or the Secretary of the Corporation.
- (b) **Effective Date:** An Officer's resignation will take effect when the notice is delivered unless the notice itself specifies a future date. Unless it is otherwise specified in the notice, the acceptance of such resignation will not be necessary to make it effective.

Section 4.7: Removal

- (a) Any Officer of the Corporation may be removed by the Board of Directors with or without cause. However, an Officer's removal will be without prejudice to his or her contract rights, if any.
- (b) Election of an Officer will not of itself create any contract rights.

Section 4.8: Vacancies

The Board of Directors will fill any vacancy in any office because of death, resignation, removal, disqualification, or any other cause at the Annual Meeting, a regular meeting of the Board of Directors, or at a special meeting called for the purpose of filling the vacancy.

Section 4.9: Alliance Employees (Non-Independent Contractors):

- (a) The Board of Directors has the power to employ and, in accordance with applicable law, to terminate the employment of a staff member.
- (b) The staff member has the responsibility of managing the day-to-day affairs of the Corporation and administering the programs and policies of the Board of Directors.
- (c) The staff member will report directly to the Board Chair and will keep the Board of Directors fully informed of his or her activities. The staff member will serve as an ex-officio member of all committees if committees are deemed appropriate.

- (d) The staff member does not have any authority to act for or on behalf of the Corporation without the express authorization of the Board of Directors.
- (e) The Board or any Executive Committee may stipulate the terms and conditions of employment for the staff member.

ARTICLE V

COMMITTEES

Section 5.1: Committees

The Board of Directors may have such Committees as it establishes by Board resolution from time to time. Without amending these Bylaws, the Board may establish any of four (4) standing committees, each of which shall have at least two members. The committees may be: Executive, Finance and Membership, Programming and Governance. The Chair of the Board shall be the Chair of any Executive Committee and the Treasurer shall be the Chair of any Finance Committee. The Chairs of the remaining committees shall be elected at the annual meeting of the Corporation. Non-Directors may serve on committees at the pleasure of the Board. In the absence of any respective Committee, any authority or responsibility specified in these Bylaws will be retained by the Board.

The Executive Committee. Any Executive Committee shall be composed of the Chair, Vice Chair, Secretary, and the Treasurer. The Chair of the Board shall be the chair of this committee. Meetings of the Executive Committee may be called by the Chair. When circumstances require action between board meetings and in the absence of the Board of Directors, the Executive Committee shall have and exercise the authority of the Board of Directors in the management of the affairs of the Corporation to the extent permitted by law. It shall have the responsibility to recruit, review and recommend compensation of staff with approval of the Board. The Strategic Plan of the Corporation, while the responsibility of the entire Board, shall be directed by the Executive Committee. All actions taken by this committee shall be reported to the Board as a whole at the next regularly scheduled Board meeting. The Chair of the Board shall invite participation in Executive Committee meetings by chairs of standing committees when the agenda for the meeting suggests that their participation would be beneficial.

The Finance and Membership Committee. Any Finance and Membership Committee shall be chaired by the Treasurer and shall be composed of the Treasurer and at least two additional Board members. This committee shall have the responsibility for fiscal oversight and monitoring of the Corporation's finances. It shall present for approval by the Board an annual budget; review the monthly financial statements and fiscal operations and recommending fiscal policies and procedures for the Corporation. This committee shall also be responsible for crafting and managing the Corporation's marketing and membership plan.

The Programming Committee. Any Programming Committee shall implement a leadership/networking thinktank, organize speaker events/quarterly meetings, member communications and advocate on behalf of the Corporation.

The Governance Committee. Any Governance Committee shall provide oversight and management concerning all aspects of Board of Directors, including the recruitment, election and evaluation of the Board of Directors and the development and maintenance of effective Board membership. It shall review and make recommendations to the Board regarding the review of these By-Laws. The Governance Committee shall oversee the preparation and presentation of a slate of potential Directors and Officers for election at the Annual Meeting of the Corporation, according to procedures in accordance with Section 5.1(d)(1)-(3). The Governance Committee will prepare and distribute membership application materials, will review applications for membership and recommend their approval by the Board. The Governance Committee will be responsible for working with members regarding compliance with membership expectations.

The Nominating Committee. Any Nominating Committee shall be a subcommittee of the Governance Committee. It shall be composed of the Committee chairs and the Secretary or such other Directors as determined by the Board of Directors. The Secretary shall not vote in decisions made by the Committee and may not be elected as the Committee's Chair. Not later than October 1 of each year, the members of the Nominating Committee shall convene for an organizational meeting and select from among their members a Chair. The Chair shall communicate regularly with the Chair of the Governance Committee. The staff member (if employed) and the Secretary of the Corporation will attend meetings of the Nominating Committee and will assist this Committee in their work. The staff member shall not vote in decisions made by the committee.

1. Not later than ninety (90) days prior to the scheduled Annual Meeting of the Corporation, the Nominating Committee, or in absence of a Nominating Committee, the Board of Directors shall issue a call for nominations for the following positions: Chair, Vice Chair, Secretary, Treasurer, Chairs of the Governance and Programming Committees and the one-third of the director at large positions scheduled to be vacated at the end of the current fiscal year as well as any vacant Board positions. The Nominating Committee, or in absence of a Nominating Committee, the Board of Directors shall convene, review the qualifications of all those who have been nominated, and prepare one uncontested slate of candidates to be presented for adoption at the Annual Meeting. In preparing the slate of candidates, the Nominating Committee, or in absence of a Nominating Committee, the Board of Directors shall work diligently to assure that the slate is comprised of nominees that reflect the Corporation's diversity regarding gender, race, ethnicity, geography, human services sector, type of organization and size of organization. The Nominating Committee, or in absence of a Nominating Committee, the Board of Directors will obtain permission of all nominees to have their names placed on the ballot and their willingness to serve if elected.
2. The proposed slate of officers and board members shall be distributed to the membership not later than fourteen (14) day prior to the Annual Meeting. At the Annual Meeting a secret ballot shall be conducted, asking the authorized representative of each regular member organization to affirm or reject the slate. The Secretary shall certify the results of the balloting on this slate. If the slate fails to receive affirmative votes from 2/3 of the member organizations casting ballots at the Annual Meeting, the Chair of the Board shall charge the Nominating Committee, or in absence of a Nominating Committee, the Board of Directors with presenting a revised slate for consideration at a special meeting of the corporation to be scheduled not more than sixty (60) days from the date of the original Annual Meeting. The current officers and directors shall continue to serve until the special meeting.

Section 5.2: Committee Authority

- (a) All committee members will serve at the pleasure of the Board of Directors.
- (b) To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that a committee may not:
 - 1. Adopt a plan for the distribution of the assets of the Corporation or for dissolution;
 - 2. Fill vacancies on the Board of Directors or on any committees designated by the Board of Directors;
 - 3. Elect, appoint or remove any Officer or Director, or any member of any committee, or fix the compensation of any member of any committee;
 - 4. Adopt, amend, or repeal the Bylaws or the Articles of Incorporation of the Corporation;
 - 5. Adopt a plan of merger or adopt a plan of consolidation with another corporation;
 - 6. Authorize the sale, lease, exchange, or mortgage of all or substantially all property or assets of the Corporation; or
 - 7. Take any action inconsistent with any resolution or action of the Board of Directors when such resolution or action of the Board of Directors provides, by its terms, that it must not be amended, altered, or repealed by action of a committee.

Section 5.3: Quorum; Voting

- (a) Unless the appointment by the Board of Directors requires a greater number, a majority of the entire committee will constitute a quorum for committee action at any meeting of the committee. The act of a majority of committee members present and voting at a meeting at which a quorum is present will constitute the act of the committee.

Section 5.4: Participation at Meetings by Conference Telephone

- (a) Committee members may participate in and act at any committee meeting by telephone or other communications equipment so long as all persons participating in the meeting can communicate with each other concurrently.
- (b) Telephonic or electronic committee member participation in a meeting will constitute attendance and presence at the meeting.

Section 5.5: Meetings of Committees

Subject to action by the Board of Directors, each committee by majority vote of its members shall determine the time and place of meetings and the notice required therefor.

Section 5.6: Informal Action

- (a) **Written Consent:** Any action required to, or which may, be taken at a meeting of a committee may be taken without a meeting if it is consented to in writing by the all of the committee members. The written consent must be evidenced by one or more written approvals from the committee members; each approval must set forth the action to be taken and provide a written record of approval. The approvals must be delivered to the Secretary of the Corporation and filed in the corporate records. In the alternative, written consent may be provided via email from each committee member, returned to the Chair and Secretary. The Committee will be asked to ratify such action at its next scheduled meeting.
- (b) **Effective Date:** Any action taken by a committee pursuant to this Section will be effective when all of the committee members have approved the written consent unless the consent specifies a different effective date or the Chair and the Secretary have received emails from all committee members approving the action.

Section 5.7: Term; Vacancies

- (a) **Term:** Each member of a committee will remain on that committee until the next Annual Meeting of the Corporation and until his or her successor is appointed, unless the committee is terminated, or the member is removed from the committee by the Board of Directors.
- (b) **Vacancies:** Vacancies in the membership of any committee may be filled by appointments made in the manner provided for in Article V, Section 5.1.

ARTICLE VI

INDEMNIFICATION

- (a) Corporation may indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation.
- (b) To the extent that a present or former director, officer, employee, or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any proceeding referred to in Section (a) of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with such proceeding if that person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation.
- (c) Sections (a) and (b) of this Article will not apply in any proceeding in which the director, officer, employee, or agent is liable for negligence or misconduct in the performance of his or her duties.

- (d) Such rights of indemnification will not be exclusive of any other rights to which such director, officer, or employee may be entitled apart from this provision.
- (e) The Corporation shall have power to purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and on behalf of any director, officer, employee, agent, or other person to the extent that power has been or may be granted by statute.
- (f) The Corporation shall have the power to give other indemnification to the extent permitted by law.

ARTICLE VII

BOOKS AND RECORDS

Section 7.1: Corporate Records

The Corporation must maintain the following books and records at its registered office or principal place of business, but such books and records may be maintained electronically to extent permissible under applicable law:

- (a) Accurate and complete books and records of account;
- (b) The original copy of its Bylaws including all amendments and alterations and any other corporate documents;
- (c) The minutes of the proceedings of either the Board of Directors or any committees established by the Board of Directors;
- (d) All documents relating to the Corporation's tax status;
- (e) Recent annual reports;
- (f) Copies of the Corporation's recent newsletters, journals, or other publications;
- (g) Financial statements; and
- (h) All payroll and other personnel records relating to employment.

Section 7.2: Right of Inspection

- (a) **General Right of Inspection:** Any Director may examine and make copies of the books and records related to any of the proceedings of the Board of Directors provided that he or she has a proper purpose for doing so. This inspection must take place at a mutually agreed upon time.
- (b) **Inspection by Agents:** A Director's agent or attorney may be afforded the same right provided under Article VII, Section 2(a).

ARTICLE VIII

WAIVER OR REDUCTION OF FEES

It is the general policy of this Corporation that any fees or charges associated with the charitable services or products of the Corporation will be waived or reduced in accordance with each recipient's ability to pay. The Corporation, being organized exclusively for charitable purposes under Illinois law, will strive to make its services and products available to the appropriate public without undue obstacles to access. The administrative staff will have the discretion to make such waivers or reductions, when appropriate, to ensure the maximum distribution of the Corporation's charitable services or products.

ARTICLE IX

MISCELLANEOUS

Section 9.1: Principal Office

- (a) The principal office of the Corporation in the State of Illinois will be located in Lake County, Illinois.
- (b) 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 may have other offices within or without the state.

Section 9.2: Depositories

All funds of the Corporation not otherwise employed will be deposited from time to time to the credit of the Corporation in any banks, trust companies, or other depositories designated by the Board of Directors.

Section 9.3: Checks, Drafts, Notes, Etc.

- (a) checks, drafts or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Corporation must be signed or authorized by the individual who has been given signatory authority by the Board of Directors as evidenced by the signature cards on file with the applicable financial institution..
- (b) In the absence of such determination by the Board of Directors, such instruments must be signed by the Treasurer and countersigned by the Chair of the Corporation.

Section 9.4: Fiscal Year

The fiscal year of the Corporation will end on the last day of June of each year.

Section 9.5: Delivery of Notice

Any notices will be considered “delivered” when any of the following occurs:

- (a) Notice is transferred or presented to the proper party;
- (b) Notice is deposited in the United States mail with proper postage and is addressed to the proper party at his, her, or its address as it is listed in the records of the Corporation, or any other contact information appearing on the records of the Corporation; or
- (c) Notice is transmitted by electronic means such as e-mail, facsimile, or any other method that is authorized in the articles of incorporation

Section 9.6: Execution of Documents

- (a) Every contract entered into, including any loans or other evidence of indebtedness, issued in the name of or on behalf of the Corporation must be authorized or ratified by a resolution of the Board of Directors.
- (b) Except as otherwise provided by law, all checks, drafts, promissory notes, and other evidence of indebtedness issued in the name of the Corporation and all contracts, deeds, mortgages, and other instruments executed in the name of and on behalf of the Corporation must be executed and attested by such Officer or Officers, or agent or agents, of the Corporation and in such manner as shall periodically be determined by resolution of the Board of Directors.

Section 9.7: 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 purpose of the Corporation.

Section 9.8: Stock

The Corporation will not have or issue shares of stock

9.9: Compensation

- (a) The Board of Directors may fix the salaries or other compensation of agents and employees of the Corporation.
- (b) No Director or Officer of the Corporation will receive, directly or indirectly, any income, profit, or other pecuniary benefit from the Corporation, except reimbursement from the Corporation’s funds for reasonable expenses incurred that, in the opinion of the Board of Directors, were properly incurred in performance of their duties on behalf of the Corporation, upon submission of proper documentation to the Board of Directors.

Section 9.10: Loans to Management

The Corporation will make no loans to any of its Directors or Officers.

Section 9.11: Construction

If any portion of these Bylaws is found to be invalid or inoperative, then so far as is reasonable and possible:

- (a) The remainder of these Bylaws will be considered valid and operative; and
- (b) Effect will be given to the intent manifested by the portion held invalid or inoperative.

Section 9.12: Effective Date

These Bylaws will be effective upon acceptance by the Board of Directors

ARTICLE X

AMENDMENTS

These Bylaws may be altered, amended or repealed, and new bylaws may be made and adopted at any annual or regular meeting of the Board of Directors, or at any special meeting called for that purpose, by the affirmative vote of a majority of the Directors present.

Amended 11/5/2013
Amended 2/27/2014
Amended 3/27/2015
Amended 5/19/2016
Amended 6/7/2017
Amended 6/6/2018
Amended 1/19/2021

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **NOV 03 2014**

THE ALLIANCE FOR HUMAN SERVICES
552 EAST DEERPATH ROAD
LAKE FOREST, IL 60045

Employer Identification Number:
46-3412223
DLN:
17053288369004
Contact Person:
JACOB A MCDONALD ID# 31649
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
June 30
Public Charity Status:
170(b)(1)(A)(vi)
Form 990 Required:
Yes
Effective Date of Exemption:
December 27, 2012
Contribution Deductibility:
Yes
Addendum Applies:
No

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a public charity under the Code section(s) listed in the heading of this letter.

For important information about your responsibilities as a tax-exempt organization, go to www.irs.gov/charities. Enter "4221-PC" in the search bar to view Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, which describes your recordkeeping, reporting, and disclosure requirements.



STATEMENT OF DIVERSITY, EQUITY & INCLUSION

Lake County is home to many diverse and dynamic communities. The Alliance for Human Services believes this diversity makes us a stronger and more resilient county. Our mission is best fulfilled when we embrace diversity, equity and inclusion (DEI) not only as core values but through intentional actions, policies and practices.

The work of the Alliance, both internally and externally, supports diversity in all its forms, encompassing but not limited to age, ability, immigration status, economic circumstances, ethnicity, race, religion, sex, sexual orientation, gender identity and gender expression.

Since our inception, the Alliance has been committed to having a comprehensive and inclusive representation of the diverse and various population segments and human services sectors within Lake County.

Leading by example, we aspire to exemplify diversity, equity and inclusion as the foundation for success. The Alliance is committed to approaching our work with a DEI lens and to routinely and tangibly measure the outputs of our adherence toward that imperative as we strive to advance equity in the successful delivery of human services throughout the county.

Alliance for Human Services Content Guidelines

The Mission and Vision of the Alliance for Human Services are:

MISSION STATEMENT: To continuously improve the delivery of human services in Lake County.

VISION: To build a sustainable human services system in Lake County by fostering collaborations and strengthening the capacity of membership organizations

The Alliance host events intended to advance the Mission and Vision as stated above. To that end, speakers (including individuals representing Alliance members and non-members) will be invited to provide information relating to the topic of the event.

As stewards of information that will advance the Mission and Vision of the Alliance, the Alliance Board of Directors has responsibility of maintaining the Alliance's reputation and adherence to its stated purposes. These content guidelines will be shared with invited speakers at Alliance sponsored events.

Guideline 1: No commercial agendas. If it's essential to a talk that the speaker mentions what they do and describe the businesses that they're in, they should. While business owners and representatives may speak at Alliance events, the purpose of their remarks should be to share information of value to members of the Alliance in their individual or professional capacities in the human services sector. Speakers may not use an Alliance sponsored event to promote their products, services, or books, or ask for funding without specific prior approval of the Alliance Executive Director.

Guideline 2: No political agendas, inflammatory rhetoric or policy endorsements. Politics, social issues, and policy have a direct impact on the availability and deliverability of human services. However, the Alliance is intended to be inclusive and diverse in its membership and recognizes that there are varied views of how to best promote human services in Lake County. Alliance sponsored events are not places for partisan politics, nor for inflammatory or divisive positions. Speakers must not attack or advocate for parties, party platforms, political leaders or particular policy positions in their remarks. Speakers may discuss problems and provide factual information concerning an issue. Special care should also be taken with politically divisive subjects as to avoid polarizing "us vs. them" language. In the current environment, special consideration should be giving to what may be divisive. Consideration should also be given to any content that may carry negative connotations for any part of the audience.

Guideline 3: No religious agendas. Speakers should not expose a point of view or attempt to persuade as to the correctness of a single religion, deity or other belief system. Speakers can be honest about their beliefs, but should not use the forum to promote them or to denigrate those who don't share them.

Adopted by The Alliance Board of Directors [December , 2020]



CONFLICT OF INTEREST FORM

CONFLICT CERTIFICATION FOR THE ALLIANCE FOR HUMANSERVICES
Board of Directors, Committee Members and Staff

I have read and agree to abide by the Alliance's Conflict-of-Interest Policy. To the best of my knowledge, I have no conflicts as described in this Policy, except those noted below or on the attached paper.

Printed Name

Date

Signature

Alliance Position



BOARD OF DIRECTOR STATEMENT OF AGREEMENT

As a Director of The Alliance for Human Services, I understand that my duties and responsibilities include the following:

- ∞ As a member of the board, I have pledged myself to carry out this corporation's mission to continuously improve the delivery of human services in Lake County, Illinois. I am fully committed and dedicated to this mission.
- ∞ I am responsible for fulfilling the duties of the Director as provided in the corporation's bylaws.
- ∞ It is my duty to understand The Alliance for Human Services annual budget and to take an active part in reviewing the budget and any revisions as necessary.
- ∞ I am responsible for understanding and approving all policies and programs and to assure appropriate implementation by the Chief Executive Officer.
- ∞ I will work in good faith with staff and other Directors as partners towards achievement of our strategic plan/mission.
- ∞ I will attend at least 75% of the board meetings each fiscal year of my term and be available for phone and/or e-mail consultation.
- ∞ I agree to attend the annual meeting of the corporation.
- ∞ I will act in the best interests of the corporation, and excuse myself from discussions and votes where I have a conflict of interest.

In its turn, this corporation is responsible to me in several ways:

- ∞ I will be presented, without request, financial reports of the corporation.
- ∞ I can call on the board and staff to discuss programs and policies, goals and objectives as appropriate.
- ∞ I will be covered by Director and Officers (D&O) liability insurance.
- ∞ Fellow Directors and staff will respond in a straightforward and thorough manner to any questions I have that I feel necessary to carry out my fiscal and ethical responsibilities to this corporation.
- ∞ The Corporation shall ensure that all payroll obligations are met.

Director Signature

Date