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ICADV



ILLINOIS COALITION

AGAINST DOMESTIC VIOLENCE

BYLAWS

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Article I. NAME OF THE CORPORATION

Section 1.01 Name

This charitable organization shall be known as the Illinois Coalition Against Domestic Violence and may be referred to hereinafter as "ICADV" or "Coalition".

Article II. OFFICES OF THE CORPORATION

Section 2.01 Principal Office

The principal office of ICADV shall be in the State of Illinois. The corporation may have other such offices, as the Board of Directors may determine, or as the affairs of the corporation may require from time to time.

Section 2.02 Registered Office

ICADV shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose address is identical to the registered office. The registered office may be, but need not be, identical to the principal office. The address of the registered office may be changed from time to time by the Board of Directors.

Article III. PURPOSES OF THE CORPORATION

Section 3.01 General Purpose

The general purpose of the Illinois Coalition Against Domestic Violence is **to eliminate** violence against women and their children; **to promote** the eradication of domestic violence across the state of Illinois; **to ensure** the safety of survivors, their access to services, and their freedom of choice; **to hold** abusers accountable for the violence they perpetrate; and **to encourage** the development of victim-sensitive laws, policies and procedures across all systems that impact survivors of domestic violence. The specific and primary purposes are:

To:

1. Provide statewide leadership as the voice for survivors of domestic violence and the programs that serve them;
2. Change fundamental societal attitudes and institutions that promote, tolerate, or condone domestic violence;
3. Ensure that women and children have knowledge of and access to all services and opportunities endeavoring to promote these services locally

In a way that:

1. Respects women's and children's choices and cultural diversity, and
2. Utilizes all available levers: public policy advocacy; program capacity and delivery; community awareness and education; cooperation with associated agencies; and partnerships with communities and key stakeholders.

Article IV. NON-DISCRIMINATION

Section 4.01 Nondiscrimination

ICADV shall not knowingly, either directly or indirectly, discriminate against any person or organization for reason of race, color, sex, age, religion, disability, national origin, ancestry, marital status, parental status, sexual preference, military discharge status, or source of income or any other federally protected class.

Article V. MEMBERSHIP

Section 5.01 Membership

The ICADV shall be an organization comprised of individual and organizational members who pay annual dues and ascribe to the vision, mission, and assurances of the ICADV. Prospective members shall complete an application. Written notice of the requirements for membership, including any and all fees, will be provided to all prospective applicants. Applicants for membership into the ICADV shall be approved with a majority vote of the Program Council.

Section 5.02 Types of Membership

There shall be three types of membership in ICADV: Program Council, Community Partners, and Friends. There shall be no limitation on the maximum number of members the ICADV may have at any one time.

Section 5.03 Definitions of Membership

(a) Program Council

A Program Council Member shall be an agency that at minimum provides crisis intervention and advocacy services to victims of domestic violence, or that provides abuser educational services and is State of Illinois, Protocol Approved Partner Abuse Intervention Programs, and believe in the vision, mission, and assurances of ICADV.

(b) Community Partner

A Community Partner shall be an agency, or organization, that works with victims or perpetrators of domestic violence in some capacity, and believes in the vision, mission, and assurances of ICADV.

(c) Friends

Friends are individuals who believe in the vision, mission, and assurances of ICADV.

Section 5.04 Termination of Membership

(a) Resignation.

Any member may resign at any time by delivering a written resignation to the Convener of the Program Council, which specifies the effective date of the resignation.

(b) Removal.

The Program Council may, by affirmative two-thirds (2/3) majority vote, suspend or terminate the membership of any member for good cause shown, as the Program Council determines for any of the following causes: consistent non-performance of duties; in any way impeding the purpose or mission of the Coalition; or failure to send delegated representation to meet minimum Program Council participation requirements as determined by the Program Council. A terminated member may reapply upon presentation that the grounds of termination no longer exist.

(c) Automatic Termination.

Non payment of dues in accordance with a published schedule constitutes an automatic termination of membership.

Section 5.05 Program Council

(a) General Powers of the Program Council Collective

The Program Council shall have authority over: public policy; organization membership; service standards; training and leadership development; marketing domestic violence as a societal issue; and other mission centered advancement.

(b) Duties

The duties of the Program Council are to: approve membership to ICADV; ensure mission centered goals and objectives of ICADV are implemented; evaluate coalition effectiveness; develop programs that promote purposes of ICADV; identify representatives from Program Council agencies to fill Member Seats on the Board of Directors; collaborate with the Board of Directors on organizational strategic planning; meet participation requirements approved by the Program Council, including any applicable committee participation requirements.

Article VI. RESERVED POWERS OF THE PROGRAM COUNCIL

The following powers are reserved exclusively to the Program Council and no attempted exercise of any such powers by any persons or entity other than the Program Council shall be valid or of any force or effect whatsoever:

(a) Philosophy and Mission

To determine the philosophy and from time to time the Mission Guidelines of the Corporation, including the public policy; organization membership; service standards;

training and leadership development; marketing domestic violence as a societal issue; and other mission centered advancement.

(b) Merger of the Corporation

To merge, consolidate or affiliate this Corporation with any other corporation or organization;

(c) Decision to Dissolve

To dissolve the Corporation and to determine the distribution of the Corporation's assets upon dissolution;

(d) Membership Approval

To approve membership to the Corporation.

Article VII. MEMBERSHIP MEETINGS

Section 7.01 Annual Meeting

There shall be an annual joint meeting of the Board of Directors and the Program Council. The annual meeting of the ICADV shall be held in the month of November each year or at such other time as shall be called as long as the time does not exceed six months after the end of the fiscal year.

Section 7.02 Regular Meetings

Regular meetings of the Program Council shall be held at least two times and no more than six times a year throughout the year, at such place, times and upon such notice as the Program Council may determine within its discretion.

Section 7.03 Quorum

One third (1/3) of the number of authorized Program Council representatives present at any Program Council meeting shall constitute a quorum for the transaction of business at any meeting of the Program Council, and a majority of the Program Council present may, without giving notice other than by announcement at the meeting, adjourn the meeting from time to time until a quorum is present. A Program Council authorized representative may attend any meeting of the Program Council through use of a conference telephone or other communications equipment so long as all persons participating in the meeting can communicate with one another. Business may be transacted at a meeting with less than a quorum upon unanimous vote of those Program Council representatives in attendance, subject to later written ratification by the Program Council, entitled to vote as provided in the section on Informal Action by Program Council of these bylaws.

Section 7.04 Informal Action by Program Council

Any action required to be taken at a meeting of the Program Council of the corporation may be taken without a formal meeting if consent in writing, setting forth the action so taken, shall be

signed by all Program Council members entitled to vote with respect to the subject matter thereof. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and is signed by one or more Program Council members. All approvals evidencing the consent shall be delivered to the Program Council Recorder to be filed in the corporate records and the action taken shall be effective only when all the Program Council members have approved the consent, unless the consent specifies a different effective date. Any consent signed by all Program Council members shall have the same effect as a unanimous vote. A summary of such actions shall be duly noted in the minutes of the next meeting of the Program Council.

Section 7.05 Proxies

There shall be no proxies.

Section 7.06 Conflict of Interest Statement

The provision of Section 108.60 of the Illinois Not for Profit Corporation Act of 1986, as amended from time to time, shall specifically apply to the conduct of the Program Council and shall govern any question or situation that might arise from time to time as to any conflict of interest between an individual Program Council member and the transactions of the Corporation.

The standard of behavior at ICADV is that all staff, volunteers, Members of the Corporation and members of the Board of Directors shall scrupulously avoid conflicts of interest between the interest of ICADV on one hand, and personal, professional and business interests, as well as perceptions of conflicts of interest.

Upon or before the election, hiring or appointment of any staff member, volunteer or member of the corporation or the Board of Directors, he or she shall make a full written disclosure of any interest, relationship, and/or holding of theirs that could potentially result in a conflict of interest. This written disclosure shall be kept on file and shall be updated as appropriate.

In the course of meetings or activities, staff members, volunteers and members of the corporation and the Board of Directors shall disclose any interest they may have in a transaction or decision where they and/or their family, significant other, employer or close associate may receive benefit or gain. After such disclosure, the person shall leave the room during discussion of such transaction and shall not be permitted to vote on the question.

Section 7.07 Manner of Acting

The Convener of the Program Council shall preside at all Program Council meetings. Meetings shall be conducted in an orderly and efficient manner which allows for a free exchange of ideas. Robert's Rules of Order may be implemented by a majority of those present. The act of a majority of the Program Council members present at a meeting at which a quorum is present shall be the act of the Program Council, unless the act of a greater number is required by law or these bylaws.

Section 7.08 Program Council Officers

The Program Council shall elect its own officers. Program Council officers shall consist of a Convener and a Recorder.

(a) Elections and Term of Office

Program Council Officers shall be elected by a majority vote of the Program Council at its annual meeting or at such other meeting of the Program Council as shall be called for that purpose. The slate of proposed officers shall be sent to the Program Council at least twenty-five (25) days prior to the {election} meeting. Each officer shall be elected by a majority vote of the Program Council for a two-year term. Officers shall take office on the first day of the month following the election. Program Council officers will serve two-year terms, with a possibility of serving two consecutive terms. After two consecutive terms, one must take a one-year hiatus before being eligible to serve again as an officer.

(i) Termination and Removal

Program Council officers may be removed by a 2/3 majority vote of the Program Council, with or without cause.

(ii) Vacancies

The Convener is empowered to fill a vacancy in any office for the unexpired portion of the term subject to the approval of a majority of the Program Council at the next regular meeting. The Convener can recommend up to three (3) candidates. If none are approved by the Program Council, the Program Council can nominate and elect an officer to fill the vacancy. Should the office of Convener become vacant, the Program Council Recorder shall automatically succeed to the office of Convener and shall then fill the vacancy in the office of the Recorder as provided herein.

(iii) Convener

The Program Council Convener shall preside at all meetings of the Program Council and Operations Committee, and shall ensure that the resolutions and directives of the Program Council are carried into effect.

(iv) Recorder

The Program Council Recorder shall keep minutes and other records for the Program Council and Operations Committee. The Recorder is also empowered to act as the Convener if the Convener must miss a meeting or vacates the office of Convener before the current term is over.

Article VIII. PROGRAM COUNCIL COMMITTEES

Section 8.01 Operations Committee

The Program Council will have an Operations Committee, composed of Program Council officers and the co-chairs of the other Program Council committees, and will be chaired by the Program Council Convener. This Operations Committee will conduct strategic planning on the areas under its purview, such as: membership, training, service standards, public policy, etc. It will work with the Board of Directors to ensure that the work of both bodies will come together to create a unified, holistic strategic plan. The Operations Committee will conduct other work as assigned by the Program Council.

Section 8.02 Standing Committees

The Program Council shall designate and establish standing committees of the Program Council. At the annual meeting the Program Council shall approve its standing committees and affirm the committees' charge based on the needs of the organization. Each committee of the Program Council shall have at least two member agencies represented on it. For each committee, the Convener of the Program Council shall nominate a chairperson who shall be elected by majority vote by the Program Council at its next scheduled meeting. Program Council committees can have up to two co-chairs and will be reelected annually. There will be no limit on the number of consecutive terms one may serve as a committee co-chair.

Section 8.03 Nominating Committee

The Program Council will commission a Nominating Committee every other year. This committee will be comprised of one existing Program Council officer, and four volunteers from each of the four regions not represented by that officer. This committee will present a slate of nominees for vacant Program Council offices to the Program Council.

Section 8.04 Removal of Committee Chairpersons

Any chairperson may be removed by a 2/3 majority vote of the Program Council, with or without cause.

Section 8.05 Quorum

Majority of the current Program Council representatives on a Committee roster present at any Program Council Committee meeting shall be the goal to achieve quorum for the transaction of business at any meeting of that Program Council Committee, and a majority of the Program Council representatives present may, without giving notice other than by announcement at the meeting, adjourn the meeting from time to time until a quorum is present. A Program Council Committee authorized representative may attend any meeting of the Program Council Committee through use of a conference telephone or other communications equipment so long as all persons participating in the meeting can communicate with one another. However, in the event that time sensitive business must be conducted by the committee, if the majority of the Committee's roster is not present, those representatives present at the meeting may conduct committee business so long as final policy or substantive products will be presented to the Program Council for approval at its next scheduled meeting.

Section 8.06 Rules

Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Program Council.

Article IX. BOARD OF DIRECTORS

Section 9.01 General Powers

The property and affairs of ICADV shall be governed by its Board of Directors, subject to those powers reserved by the Program Council.

Section 9.02 Duties

The duties of the Board are to: hire, fire, and evaluate the Chief Executive Officer/Executive Director; approve personnel, fiscal, and other agency policies; approve an annual budget and any changes thereto; monitor finances; and work to ensure that adequate resources are available for the Corporation. Members of the Board of Directors will also use their best efforts to benefit the Coalition, support the work of the Program Council, and further the mission of the organization. The Board of Directors shall conduct strategic planning on the areas under its purview, such as: personnel, fundraising, and fiduciary oversight and will coordinate with the Program Council to ensure that the work of both bodies will come together to create a unified, holistic strategic plan.

Section 9.03 Number, Term, and Qualifications

(a) Number.

The Board of Directors shall be comprised of a minimum of twelve and maximum of seventeen Directors.

- A) Up to five Directors shall come from Program Council agencies. These individuals must be current employees of member programs.
- B) Up to ten Directors shall be members of the community considered to be allies to ICADV and who are not currently employed by Program Council member programs.
- C) Up to two seats on the Board shall be at-large, and those seats may be filled by Directors coming either from Program Council agencies or the community, depending on the needs of the organization as determined by the Board of Directors or Board Development Committee.
- D) The Executive Director is recognized as the Chief Executive Officer of the Coalition and is therefore recognized as a non-voting member of the Board of Directors.
- E) As deemed necessary by the Board of Directors, the past President of the Board of Directors may also serve as a non-voting member of the Board of Directors for up to one year.

(b) Terms length and exceptions.

- A) Directors shall be seated upon majority election by the Board. A term shall be three years in length. Directors may serve two consecutive terms, contingent upon reelection to the Board. After serving two consecutive terms, a Director must take a twelve-month hiatus from the Board before being eligible to serve another term. All terms officially terminate at the close of the Annual Meeting in the third full year of service.
- B) The exceptions to the two term limit shall be:
 - i) when a Director has been elected to serve as an Officer. Upon being elected to serve as an Officer, a Director's term may be automatically extended two years (to allow the Director to serve a full Officers term). During the time that a Director is serving as an Officer their term will continue to be automatically extended to a maximum of ten years before being required to take a mandatory twelve month hiatus.
 - ii) When a Director is elected between annual meetings, the partial year served shall not affect the eligibility to serve two full (three year) terms. The term's first year begins with the start of the Annual Meeting.

(c) Vacancies.

When a vacancy occurs, it is the responsibility of the Board of Directors to fill it, by standard action of the Board Development Committee as defined by Section 10.13 Board of Directors Committees

(d) Removal.

Directors may be removed from the Board by a 2/3 majority vote of the Board, with or without cause. Additionally, if individuals filling one of the Program Council Representative seats on the Board of Directors at any time during their tenure on the Board of Directors leaves the respective Program Council agency, they must forfeit their seat and cannot transfer that seat to another individual.

Article X. MEETINGS

Section 10.01 Annual Meeting

There shall be an annual joint meeting of the Board of Directors and the Program Council. The annual meeting of the ICADV shall be held in the month of November each year or at such other time as shall be called as long as the time does not exceed six months after the end of the fiscal year.

Section 10.02 Regular Meetings

Regular meetings of the Board of Directors shall be held at least two times and no more than six times a year throughout the year, at such place, times and upon such notice as the Board of Directors may determine within its discretion.

Section 10.03 Special Meetings

Special meetings of the Board of Directors may be called at the request of the President, Executive Committee, or upon the request of the majority of Directors of the Board. The person or persons authorized to call special meetings of the Board may designate any place for holding any special meeting of the Board. No special meeting of Directors may remove a Director unless written notice of the proposed removal is delivered to all Directors at least twenty days prior to such meeting.

Section 10.04 Executive Session

Executive session may be called by a majority vote of the Board of Directors. Executive session will be closed to all except the Board of Directors and the Executive Director of ICADV, unless the Board chooses to invite additional individuals for the purpose of clarifying the issue at hand. Executive session may be called in the case of sensitive personnel matters, matters of either pending or possible litigation, or other such matters that may be detrimental to ICADV if discussed in an open meeting.

Section 10.05 Quorum

Majority of the Board of Directors present at any meeting shall constitute a quorum for the transaction of business at any meeting of the Board, and a majority of the Directors present may, without giving notice other than by announcement at the meeting, adjourn the meeting from time to time until a quorum is present. A Director may attend any meeting of the Board of Directors through use of a conference telephone or other communications equipment so long as all persons participating in the meeting can communicate with one another. Business may be transacted at a meeting with less than a quorum upon unanimous vote of those Directors in attendance, subject to later written ratification by the Board of Directors, entitled to vote as provided in the section on Informal Action by Directors of these bylaws.

Section 10.06 Proxies

There shall be no proxies.

Section 10.07 Manner of Acting

The President of the Board of Directors shall preside at all Board meetings. Meetings shall be conducted in an orderly and efficient manner which allows for a free exchange of ideas. Robert's Rules of Order may be implemented by a majority of those present. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these bylaws.

Section 10.08 Compensation

No Director shall receive any remuneration for services as a Director. When authorized by the Board of Directors, reimbursement may be made for travel and other out-of-pocket expenses incurred in attending meetings of the Board of Directors or otherwise discharging official duties as prescribed by the Board of Directors.

Section 10.09 Conflict of Interest

The provision of Section 108.60 of the Illinois Not for Profit Corporation Act of 1986, as amended from time to time, shall specifically apply to the conduct of the Board of Directors and shall govern any question or situation that might arise from time to time as to any conflict of interest between an individual member of the Board of Directors and the transactions of the Corporation.

The standard of behavior at ICADV is that all staff, volunteers, Members of the Corporation and members of the Board of Directors shall scrupulously avoid conflicts of interest between the interest of ICADV on one hand, and personal, professional and business interests, as well as perceptions of conflicts of interest.

Upon or before the election, hiring or appointment of any staff member, volunteer or member of the corporation or the Board of Directors, he or she shall make a full written disclosure of any interest, relationship, and/or holding of theirs that could potentially result in a conflict of interest. This written disclosure shall be kept on file and shall be updated as appropriate.

In the course of meetings or activities, staff members, volunteers and members of the corporation and the Board of Directors shall disclose any interest they may have in a transaction or decision where they and/or their family, significant other, employer or close associate may receive benefit or gain. After such disclosure, the person shall leave the room during discussion of such transaction and shall not be permitted to vote on the question.

Section 10.10 Informal Action by Directors

Any action required to be taken at a meeting of the Board of Directors of the corporation may be taken without a formal meeting if consent in writing, setting forth the action so taken, shall be signed by all Directors entitled to vote with respect to the subject matter thereof. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and is signed by one or more Directors. All approvals evidencing the consent shall be delivered to the Secretary to be filed in the corporate records and the action taken shall be effective only when all the Directors have approved the consent, unless the consent specifies a different effective date. Any consent signed by all Directors shall have the same effect as a unanimous vote. A summary of such actions shall be duly noted in the minutes of the next meeting of the Board of Directors.

Section 10.11 Notice

Notice of any special meeting of the Board of Directors shall be given at least five days previously thereto, unless otherwise specified by law or these bylaws, by written notice to each Director at the address shown by the records of the corporation, or by direct verbal communication to the Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with thereon prepaid. If notice be given by e-mail, such notice shall be deemed to be delivered when the e-mail is successfully transmitted to an email address supplied by the Director. Written notice directly to the Director through the use of a facsimile machine shall be deemed deliverable when the notice is successfully transmitted to

a number supplied by the Director. The business to be transacted at, or the purpose of, any special meeting of the Board shall be specified in the notice or waiver of notice of such meeting.

Section 10.12 Board of Directors Officers

The officers of the Board of Directors shall be the President, Vice President, Secretary, and Treasurer, and such other offices which may be created by the Board. No two offices may be held by the same person. In any given year, at least one officer positions shall be filled by Directors holding Member Program seats on the Board.

(a) Elections and Term of Office

Directors must sit on the Board for at least one year before being eligible to run for an officer position. Officers shall be elected by a majority vote of the Board of Directors at its Annual Meeting of the Directors or at such other meeting of the Directors as shall be called for that purpose. The slate of proposed officers shall be sent by the Nominating Committee to the Board of Directors at least twenty-five (25) days prior to the election. Each officer shall be elected for a two-year term. Officers shall take office on the first day of the month following the election. Each officer shall qualify for the same office only two consecutive terms Vacancies may be filled and new offices may be created and filled at any meeting of the Board of Directors. When an Officer is elected between annual meetings, the partial year served shall not affect the eligibility to serve two full (two year terms) as an Officer.

(b) Termination and Removal

Any officer elected by the Board of Directors may be removed by a vote of two-thirds of the Directors, with or without cause. Any officer proposed to be removed shall be entitled to at least thirty days notice in writing of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

(c) Vacancies

The President is empowered to fill a vacancy in any office for the unexpired portion of the term subject to the approval of a majority of the Directors at the next regular meeting. The President can recommend up to three (3) candidates, from the current Board of Directors. If none are approved by the Directors, the Board of Directors can nominate and elect an officer to fill the vacancy. Should the office of President become vacant, the Vice President shall succeed to the office of President and shall then fill the vacancy in the office of the Vice President as provided herein.

(d) President

The President shall preside at all meetings of the Board of Directors. Subject to the direction and mandate of the Board, the President shall be in charge of the property and affairs of the corporation; shall see that the resolutions and directives of the Board are carried into effect except in those instances in which that general responsibility is assigned to some other person by the Board. The President shall in general, discharge

all duties as may be prescribed by 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 or these bylaws, the President may execute for ICADV any contracts, deeds, mortgages, bonds, or other instruments which the Board has authorized to be executed. The President may accomplish such execution either individually or with any other officer there unto authorized by the Board, according to the requirements of the form of the instrument. The President is a non-voting member of all committees. The President may serve as a nonvoting member of the Executive Committee for one term immediately following her/his expired term.

(e) Vice President

In the absence of the President or in the event of the President's inability to act, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall, in general, perform all duties incident to the office of Vice President and such other duties as from time to time may be assigned by the President or Board of Directors. The Vice President will chair the Board Development Committee. The Vice President will be expected to run for President when the President is vacating office.

(f) Secretary

The Secretary shall keep minutes of the meetings of the Board of Directors and Executive Committee; see that all notices are duly given in accordance with the provisions of these bylaws and as required by law; oversee the corporation's annual records and update the inventory of corporate records that are being maintained for long-term safekeeping; keep a register of the names and addresses, phone and facsimile numbers of each Director; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or Board of Directors.

(g) Treasurer

The Treasurer shall be the principal financial officer of ICADV, and is accountable to the Board of Directors to provide oversight of the fiscal management system of the organization. This oversight includes: ensuring that adequate internal fiscal control policies are in place; reviewing budgets and recommending them to the Board for approval, and monitoring such budgets throughout the year; reviewing monthly financial statements and reports to the Board; ensuring an annual independent audit of books, and meeting with the auditors; ensuring that a system of asset management is in place; reviewing of insurance policies to ensure adequate coverage; monitoring the payment of applicable taxes; and overseeing the management of the organization's investments. The Treasurer shall chair the Finance Committee. The Treasurer shall perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. The Treasurer position shall be filled by a Director who fills an ally seat, and not a member seat on the

Board of Directors.

Section 10.13 Board of Directors Committees

Each committee of the Board shall have at least two Directors on it, including an identified chairperson. Standing committees of the Board include Executive, Fundraising, Board Development, Finance, and Audit committees.

(a) Executive Committee

The Executive Committee shall consist of members of the Board of Directors who are also Officers and is chaired by the President of the Board of Directors. As deemed necessary by the Board of Directors, the past President of the Board of Directors may also serve as a non-voting member of the Executive Committee for up to one year. This committee has been delegated authority to act on behalf of the Board between regularly scheduled meetings. Any decision of the Executive Committee made between Board meetings must be brought to the Board at its next scheduled meeting for ratification. The Executive Committee has an additional function of overseeing personnel. The Committee shall provide consultation to the Chief Executive Officer(CEO)/Executive Director on staffing of the coalition office and monitoring personnel policies. The Executive Committee is responsible for hiring, firing, supervising, and annually evaluating the CEO/Executive Director. The Committee shall perform other duties as assigned by the Board of Directors. The language of this section shall not be construed to overturn the prohibitions of Section (k) of this article.

(b) Fundraising Committee

The Fundraising committee is responsible for planning and implementing fundraising activities, and shall plan for and implement public relations as they relate to the organization. This Committee shall perform other duties as assigned by the Board of Directors. A chair person shall be nominated by the President and approved by the Board of Directors by majority approval.

(c) Board Development Committee

The Board Development Committee is chaired by the Vice President of the Board of Directors. The Board Development Committee shall evaluate and make recommendations regarding board strength and diversity. This committee will solicit candidates for board seats, propose new members, and oversee orientation and training initiatives for board members. This Committee shall perform other duties as assigned by the Board of Directors.

(d) Finance Committee

The Finance Committee is chaired by the Treasurer of the Board of Directors. This committee shall oversee the development of the annual budget, monitor all finances of the organization, and monitor fiscal policies. The Committee shall perform other duties as assigned by the Board of Directors.

(e) Nominating Committee

The Nominating Committee shall consist of five (5) Directors, including one (1) officer, with regional representation to the maximum extent possible, who are appointed by the President with affirmative approval of a majority of Directors. At least two of the Directors on the Nominating Committee should come from Member programs. This appointment shall take place at the Board meeting prior to the annual meeting.

(f) Audit Committee

The Treasurer shall chair the Audit committee. The Audit Committee will convene minimally one time per year and will oversee annual financial independent audit of the financial records of the organization. Two additional Board of Directors, not represented on the Finance Committee during the audit period, shall be appointed by the Executive Committee to also be on this committee.

(g) Other Committees, Councils, and Boards

The Directors may from time to time create other committees, councils, and Boards at a regular or special meeting of the Board. The direction and guidelines of such groups shall be provided by the Board of Directors. Each committee of the Board shall have at least two Directors on it. The chairpersons of such groups shall be appointed by the President.

(h) Committee Chairperson

For each of the other committees formed by the Board of Directors, the President of the Board shall nominate a chairperson who shall be a Director of the Board; the Board shall vote to approve this nomination. Committee chairs shall serve a one-year term. There is no limit on the number of consecutive terms a Director may serve as a committee chairperson, but chairs must run for reelection annually. The Committee Chairperson may recruit additional members of the committee who need not be Directors.

(i) Removal

Any chairperson may be removed by a 2/3 majority vote of the Board of Directors, with or without cause.

(j) Quorum

A majority shall constitute a quorum, unless otherwise provided in the resolution of the Board of Directors designating a committee, council or Board.

(k) Rules

Each committee, council or Board may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

(l) Vacancies

Vacancies in the membership of any committee, council or Board may be filled by

appointments made in the same manner as provided in the case of the original appointments.

(m) Prohibitions

No committee shall have the authority to:

- a. amend or repeal the bylaws;
- b. elect, appoint or remove any Director or officer of ICADV;
- c. amend the Articles of Incorporation;
- d. adopt a plan of merger or consolidation;
- e. authorize the sale, lease, exchange or mortgage of all or substantially all of the property of the corporation;
- f. authorize dissolution;
- g. adopt plans for distribution of the assets; or
- h. amend, alter or repeal any resolution of the Board of Directors.

Article XI. STAFF

Section 11.01 Chief Executive Officer/Executive Director

The Chief Executive Officer (CEO)/Executive Director shall administer the day-to-day operation of ICADV; shall serve as its official representative as directed by the Board and Program Council; and shall supervise other staff. The CEO/Executive Director shall attend all meetings of the Board of Directors as a non-voting member except when excused by the Board; shall serve as a regular or non-voting member of Board of Directors committees as designated; shall report to the Board on the finances and staffing of ICADV; and shall consult with the Treasurer to file required financial and legal documents. The CEO/Executive Director shall attend all meetings of the Program Council; shall serve on or delegate staff to serve on all Program Council Committees; and shall report to the Program Council on organization programs. The CEO/Executive Director shall ensure regular communication between the Board of Directors and the Program Council; shall submit to the Board of Directors and the Program Council such reports, plans and other information as may be periodically required; shall execute Board of Directors and Program Council decisions and policies as directed; and shall prepare an annual report.

Section 11.02 Staff Responsibilities

The staff shall function according to established policies and procedures in keeping with ICADV's purposes and shall comply with Board of Directors and Program Council directives.

Section 11.03 Relationship to the Board

As designated by the CEO/Executive Director, the staff may attend regularly scheduled Board and/or Program Council meetings and may serve on committees.

Article XII. BUSINESS ADMINISTRATION

Section 12.01 Contracts

In addition to the officers so authorized by these bylaws, by resolution, the Board of Directors may authorize another officer or officers, employee or employees, agent or agents of ICADV, to enter into a contract or execute a contract or execute and deliver any instrument in the name of and on behalf of ICADV and such authority shall be explicitly defined.

Section 12.02 Payments

All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of ICADV, shall be signed by such officer or officers, employee or employees, agent or agents of ICADV in such manner as shall 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 shall be only signed by the President and counter-signed by the Treasurer of the Board of Directors.

Section 12.03 Deposits

All funds of ICADV shall be deposited to the credit of ICADV in such banks, trust companies or other depositories as the Board of Directors may select.

Section 12.04 Special Powers

In order to acquire funds for the purposes of ICADV, the Board of Directors on behalf of the corporation shall have the power to:

- a) hold or sponsor fundraising events;
- b) solicit contributions;
- c) borrow funds and give evidence of indebtedness;
- d) prepare and submit proposals; and
- e) hire consultants to advise the Board on matters relating to ICADV's organization, administration and programs.

The Board of Directors may delegate these powers to any person, and at its convenience may revoke any such powers granted.

Section 12.05 Audit

An annual audit shall be conducted by an independent certified public accountant.

Article XIII. BOOKS AND RECORDS

Section 13.01 Books and Records

ICADV shall keep correct and complete books and records of accounts; shall keep minutes of the proceedings of Board and committee meetings; and shall keep at the registered or principal office a record of the names, phone, email addresses and facsimile numbers of the Directors. An inventory of corporate records on file for long-term safekeeping shall be maintained by ICADV. All books and records of ICADV, except confidential personnel records, may be inspected by any Director, or Director's agent or attorney, any public officials or any contributor, for any proper purpose at any reasonable time.

Article XIV. INVESTMENTS

Section 14.01 Investments

ICADV shall have the right to retain all or any part of any securities or property acquired in any manner; and shall have the right to invest and reinvest any funds, according to the judgment of the Board of Directors. However, no action shall be taken by or on behalf of the Coalition if such action is made subject to special penalties under applicable federal or state law; or if such action would result in the loss of tax-exempt status under Sections 501, 503 or 504 of the Internal Revenue Code of 1954, as amended, and the regulations promulgated there under as they now exist or as they may hereafter be amended.

Article XV. VOTING UPON STOCK OF OTHER CORPORATIONS

Section 15.01 Voting Upon Stock of Other Corporations

The Board of Directors shall have full power and authority to vote on behalf of ICADV at any meeting of stockholders of any corporation in which ICADV may hold stock, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock. The Board of Directors may delegate these powers to any person, and at its convenience may revoke any such powers granted.

Article XVI. FISCAL YEAR

Section 16.01 Fiscal Year

The fiscal year of ICADV shall begin on the first day of July and end on the last day of June in each year.

Article XVII. INDEMNIFICATION

Section 17.01 Indemnification In Actions Other Than By Or In The Right Of The Corporation

ICADV may indemnify any present or former Director of the Board, officer, employee, or agent of the corporation, and may indemnify any other person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of ICADV by reason of the fact that the person is or was an officer, Director, employee, or agent, or is or was serving at the request of ICADV as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise) against expenses (including attorney's fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of ICADV and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of no lo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of ICADV or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 17.02 Indemnification In Actions By Or In The Right Of The Corporation

ICADV may indemnify any present or former Director, officer, employee, or agent of the corporation, and may indemnify any other person, who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of ICADV to procure a judgment in its favor by reason of the fact that such person is or was a Director, officer, employee, or agent of ICADV, or is or was serving at the request of ICADV as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of ICADV provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of the person's duty to ICADV, unless, and only to the extent that the court in which such action or suit was brought shall determine upon view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses as the court shall deem proper.

Section 17.03 Right To Payment Of Expenses

To the extent that a Director, officer, employee, or agent of ICADV has been successful on the merits or otherwise, in the defense of any action, suit or proceeding referred to in sections (1) and (2) of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by

such person in connection therewith.

Section 17.04 Determination Of Conduct

Any indemnification under sections (1) and (2) of this Article (unless ordered by a court) shall be made by ICADV only as authorized in the specific case, upon a determination that indemnification of the Director, officer, employee, or agent is proper in the circumstances because such Director, officer, employee, or agent has met the applicable standard of conduct set forth in sections (1) and (2) of this Article. Such determination shall be made (a) by the Board by a majority vote of a quorum consisting of Directors who were not a party to such action, suit or proceeding, or (b) 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.

Section 17.05 Payment Of Expenses In Advance

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by ICADV in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that the Director, officer, employee or agent is entitled to be indemnified by ICADV as authorized in this Article.

Section 17.06 Indemnification Not Exclusive

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement or charter vote of disinterested Directors, or otherwise, both as to action in the Director's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 17.07 Insurance

ICADV may purchase and maintain insurance with limits to be established from time to time by the Board of Directors on behalf of any person who is or was a Director, officer, employee, or agent of ICADV or who is or was serving at the request of ICADV as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in such a capacity, or arising out of such person's status as such, whether or not ICADV would have the power to indemnify such person against such liability under the provisions of this Article.

Article XVIII. AGENTS AND REPRESENTATIVES

Section 18.01 Agents and Representatives

The Board of Directors may appoint such agents and representatives of ICADV with such powers and to perform such acts or duties on behalf of ICADV as the Board of Directors may

authorize, so far as is consistent with these bylaws, to the extent permitted by law.

Article XIX. WAIVER OF NOTICE

Section 19.01 Waiver of Notice

Whenever any notice is required to be given under the provisions of the Illinois General Not-For-Profit Corporation Act or under the provisions of the Articles of Incorporation or the bylaws of ICADV, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a Director at any meeting shall constitute a waiver of notice, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Article XX. EXEMPT ACTIVITIES

Section 20.01 Exempt Activities

Notwithstanding any other provisions of these bylaws, ICADV shall not carry on any activity not permitted to be taken or carried on:

- by a corporation exempt under Section 501 (c) 3 of the Internal Revenue code and its regulations as they now exist, or as they may hereafter be amended; or
- by a corporation's contributions to which contributions are deductible under Section 170 (c) 2 of such Code and Regulations as they now exist, or as they may hereafter be amended.'

Section 20.02 Inurement

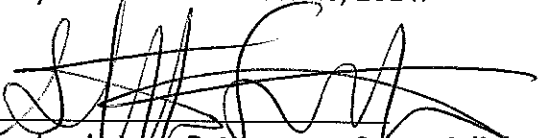
No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its Members, Directors, Officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

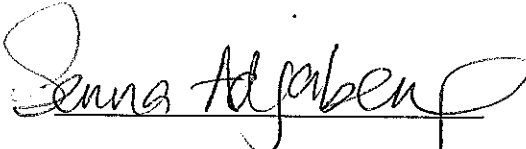
Article XXI. DISSOLUTION

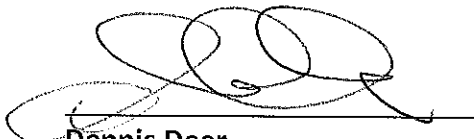
Section 21.01 Dissolution

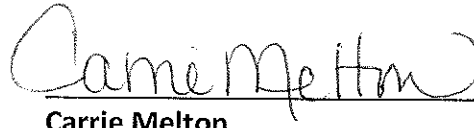
In the event of dissolution or termination of ICADV as a directive of the Program Council, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of ICADV, dispose of all of the assets of ICADV to such organization or organizations which at the time qualify as exempt under section 501 (c) 3 of the Internal Revenue code, or a nonprofit corporation in accordance with the Illinois General Not-for-Profit Corporation Act, as the Board of Directors shall determine.

IN WITNESS THEREOF the Illinois Coalition Against Domestic Violence has revised and approved its By-laws on November 20, 2014.


Stephanie Love Patterson Senna Adjabeng
Board President


Program Council Convener


Dennis Deer
Board Secretary


Carrie Melton
Program Council Recorder

Article XXIII. LISTING OF BY-LAWS, REVISIONS, AND AMENDMENTS

Original Date Adopted: September 25, 2009

1st Revision: November 18, 2010

2nd Revision: September 20, 2013

1st Amendment (Section 8.05): November 20, 2014

2nd Amendment: September 16, 2016