



**BOARD MEMBER HANDBOOK**

**2025**

**WELCOME!**

Welcome to the Open Communities’ Board of Directors. We are honored that you chose our mission, and we look forward to serving together to guide the direction of Open Communities together. With this position come responsibilities and decision-making powers that will shape the future of the organization and create true impact in the communities we serve.

Each board member offers unique perspective and skills. Your perspective and skills can elevate our organization and what we can do for the communities we serve. When you invest your time and financial resources, when you create community awareness and seek donations, you make our organization sustainable for the future. Please know that your contributions are integral to our success and we want you to feel your board service is beneficial and gratifying to you.



Herbert Brenner  
**Board President**

Cheryl Lawrence  
**Executive Director**



## CONTENTS

WHO WE ARE

IMPORTANCE OF MISSION

FAIR HOUSING IS A CIVIL RIGHT

HISTORICAL BARRIERS TO FAIR HOUSING

HISTORY OF OPEN COMMUNITIES

WHERE WE SERVE

SERVICES AND IMPACT

HOUSING TERMS AND DEFINITIONS

FAIR HOUSING LAWS

COMMONLY USED ACRONYMS

ROLE OF THE BOARD

BOARD POLICIES

INDIVIDUAL BOARD MEMBER RESPONSIBILITIES

BOARD CYCLE

ROBERTS RULES OF BOARD PROCEDURE

BY LAWS

INCOME AND EXPENSES

DONORS

## WHO WE ARE

### Mission

Open Communities works to eradicate housing discrimination, and unjust practices that perpetuate segregation and inequity. We foster thriving, inclusive communities through fair housing enforcement, housing counseling, education, outreach and advocacy.

### Vision

Communities we can **ALL** call home.

### Values

We celebrate diversity and uplift all voices. We approach our work with incremental improvement each day to get at the root causes of issues, dismissing band-aid approaches whether it's fixing internal issues, or whether it's addressing large systemic issues which hold people in a continuous state of inequity. We work to create the culture we want to work in, and we work to help create the community we want to live in— where everyone is welcome, and all belong. These values guide our interactions and inform our decision- making process:

- **Dignity:** We foster dignity by treating ourselves and fellow humans with respect, operating with a sense that all people have agency, inherent worth, and are given choices/options in interactions. Individuals are experts of their lives, and we value their lived experience.
- **Radical Empathy:** No matter what someone brings, we foster radical empathy by showing up, seeing and hearing the other person, and trying to understand and feel their experience. We attempt to stand in their shoes and check our own judgment.
- **Ethic of Care:** Care is primary to all that we do. We center in kindness and respect with goodwill and compassion, utilizing a trauma-informed care approach.
- **Equity / Justice:** Fundamental to all our work is **equity** (using tools to solve immediate issues) and **justice** (removing barriers and shifting unjust systems). We ask questions about fairness and “why” something is, whose voices are missing/left out, and to understand the ecosystem in order to take action. We stand for anti-racism by valuing and prioritizing perspectives of people

outside of majority culture, and changing practices and beliefs that perpetuate racism.

- **Inclusivity:** We actively include those who have been excluded. We bring in the voices of people most impacted by unjust policies, creating a diverse and welcoming culture honoring all identities, and sharing leadership and power. Continuous development and skill in multicultural communication and competency is cultivated.
- **Collaboration & Connection:** We establish collaborative relationships with community partners. We prioritize partnerships with Black-led and other organizations with historically minoritized leaders. Awareness of interpersonal connections and creating systems of care are primary. We are grounded in the intention of building long-term relationships.
- **Excellence:** We expect a knowledge base in the field, and we encourage ongoing professional development, best practices, client-informed training, holistic and quality approaches to serving clients and community. Excellence means being accountable drivers of change while creating a culture of learning and growth.

## WHY THE OPEN COMMUNITIES MISSION IS IMPORTANT

Open Communities believes that housing is a human right. We know one of the strongest determinants of health is housing. Where we live, the quality of our housing, the stability of our housing, and whether we have a sense of belonging in our home and communities, has an impact on health that cannot be overstated. While housing instability can come in different forms and have innumerable causes, a root-cause of housing instability has always been, and continues to be, housing discrimination and systemic institutional structures that allow it to persist and flourish.

Over the last 100 years, federal, state and local governments set in motion a plethora of housing policies that were meant to segregate populations of people permanently. The government enacted policies and channeled investments in a way that helped and supported some in our society while denying opportunities to others, especially people of color, people with disabilities and women.

These unfair policies created unjust structures that still impact millions of people resulting in the litany of housing challenges our communities that we face today, from skyrocketing rents to increased evictions and homelessness to barriers that prevent

the dream of homeownership from becoming a reality. These structures are now “baked in the cake” and are difficult to change.

We cannot achieve health as defined by WHO, which is a “state of complete physical, mental and social well-being,” as a person or a community, until equitable housing principles, achieved by expanding fair, affordable and accessible housing options free of discrimination, is the norm in our communities. Supporting equitable housing principles and providing affordable and accessible housing in all communities, including those that are well-resourced can be a powerful mechanism to increasing upward economic mobility for lower-income households.

Research shows that adults living in communities with lower poverty and more-educated neighbors experience better outcomes in employment, income and physical health and children experience better educational outcomes.

Imagine what a community would look like with an abundance of housing and housing options. Where there is enough housing in all price ranges and options to support all who want to live and work in their communities, and ALL belong. Our older adults can age in place, our kids can afford to return to their communities, and our cultural and economic diversity ensures we are all invested in communities.

### **FAIR HOUSING IS A CIVIL RIGHT**

The Civil Rights Act of 1968, known as the Fair Housing Act (FHA), was the third major civil rights law passed in the 1960s. It followed the Civil Rights Act of 1964, which outlawed discrimination and Jim Crow laws in employment, schools, and public places, and the Voting

### **Fighting Discrimination in Artificial Intelligence (AI)**

**We constantly adapt to address discrimination in the new ways it appears today, including within artificial intelligence (AI).** When Liz\* was looking for an apartment near her work in the Chicago suburbs, she visited a website with an AI chatbot. Instead of face-to-face discrimination, the chipper chatbot informed Liz, a Black woman with a housing choice voucher (HCV) or “Section 8”, that she wouldn’t qualify for an apartment lease.

**Liz discovered she was interacting with a national rental company using a third-party leasing agent to turn away unwanted tenants illegally.** Liz contacted Open Communities for assistance, knowing she was unfairly treated and suspecting it could be illegal. We conducted a multi-month investigation into chatbots rejecting HCVs at over 100 properties managed by this same company nationwide. **We responded by filing a housing discrimination lawsuit in federal court.** This case helped ensure that companies will not use third-party agents to reject potential tenants unlawfully and provided a remedy for Liz after her humiliating months-long search. **Now Liz has a welcome home.**

Rights Act of 1965, which outlawed racial discrimination in voting. The FHA was passed just one week after Martin Luther King, Jr.'s assassination.

The FHA prohibits discrimination in the sale, rental, and financing of housing based on race, color, national origin, religion, sex, familial status, and disability. The Act is meant to prevent future discrimination and reverse housing segregation. The part of the law that requires a reversal of housing segregation is necessary because decades of unjust government policies have led to housing segregation today.

There has been some progress, but there are still wide racial disparities in home ownership and wealth. For example, there is a lower rate of Black homeownership today than in the 1960s.

Many states have enacted their own fair housing laws, adding protections to those covered under the Fair Housing Act. In Illinois, the Illinois Human Rights Act provides many additional protections and covers commercial real estate transactions. In Cook County, the Cook County Human Rights Ordinance also provides additional fair housing protections to what Federal and State laws provide. This gives complainants, including individuals and organizations like Open Communities, a choice of venues to file a claim.

At Open Communities, we work daily to address systemic inequities and individual claims of discrimination or harassment. Protecting fair housing was once a bi-partisan effort, but political support for this goal has decreased in recent decades. We must stay vigilant. There is little hope in achieving inclusive communities without housing equity.

## **HISTORICAL BARRIERS TO FAIR HOUSING**

- Jim Crow Laws
- Restrictive Covenants
- Zoning based on Exclusion
- Redlining
- Contract Sales
- Blockbusting
- Inequitable Tax Treatment
- Inequitable Home Appraisals
- Urban Renewal
- GI Bill

## HISTORY OF OPEN COMMUNITIES

Open Communities is a civil rights organization rooted in the Civil Rights Movement when in the summer of 1961 local women on the North Shore of Chicago suburbs, led by Jean R. Cleland, and religious leaders organized the North Shore Summer Project to protest housing discrimination. The group activities culminated with a rally on the Winnetka Village Green in 1965, where Dr. Martin Luther King, Jr. spoke to a crowd of 10,000, his first civil rights rally in an all-white suburb. He is quoted as saying, "We must now learn to live together as brothers, or we will perish together as fools."



After a few years of informal collaboration and a conference called "The Inclusive Community: Challenge to Church and Synagogue" at Am Shalom in Glencoe, the North Shore Interfaith Housing Council ("Interfaith Housing Council") was formally organized in 1972 by a group of congregations "to provide an ongoing vehicle for the religious expression of concern for more inclusive communities and the provision of housing for persons of moderate and low incomes." Its first Executive Director was Rayna Miller. The Council supported successful subsidized and affordable housing developments in Wilmette, Winnetka, and Glencoe.

In 1977, Interfaith Housing Council created the North Suburban Housing Center ("the Housing Center") to: 1) increase housing opportunities in the North Shore communities without regard to race, religion, nationality, sex, or income through education, counseling and referrals of prospective tenants and home-buyers to opportunities which may exist in these communities, 2) educate and encourage groups and individuals, especially but not limited to religious groups respecting the moral necessity for open and inclusive communities, and 3) cooperate with local units of government and other public and private organizations to this end.

The Interfaith Housing Council, as a member organization focused on advocacy, grew to 39 congregations and 15 civic organizations and joined the National Low Income Housing Coalition. The Housing Center also began investigations of Fair Housing Act violations and joined the Fair Housing Network, a consortium of organizations committed to fair housing within the Chicago area. During the 1980's the Interfaith Housing Council explored affirmative marketing programs to encourage minority families to move into different neighborhoods.

In 1986, the North Shore Interfaith Housing Council (NSIC), focused on advocacy, merged with the North Suburban Housing Center (NSNC), focused on direct services, to form one organization called Interfaith Housing Center of the Northern Suburbs (“Interfaith”).

In the mid 1990’s, Interfaith joined the Evanston Neighborhood Conference to create North Suburban Housing Partners, which secured north suburban representation on the Cook County Housing Authority Board, protected people with Housing Choice Vouchers, and made fair and affordable housing a local priority.

In 2009 Interfaith obtained HUD Housing Counseling certification and began to offer counseling on foreclosure prevention, predatory lending, fair housing, and loss mitigation. In October 2012, Interfaith changed its name to **Open Communities**, expanding its scope beyond housing to encompass economic and social justice and to reflect the open and welcoming objectives of the organization’s advocacy efforts.

*We continue to fight for fair and equitable housing so that our suburbs represent the world we live in. We are giving our kids a great education, and social justice is a big part of that. Everyone benefits from a more diverse community.*

- Cheryl Lawrence, Executive Director, Open Communities

In December 2021, Cheryl Lawrence, previously executive director of Lawyers’ Committee for Better Housing (now Law Center for Better Housing), was named the new CEO of Open Communities. Pandemic conditions were easing, but the organization had suffered during five years of transition. Open Communities celebrated its 50<sup>th</sup> anniversary with a momentous gathering of supporters and friends through the decades at Chicago

Botanic Garden. Since 2022, the organization has settled three major Federal lawsuits to fight systemic housing discrimination ranging from the disparity in how lenders treated properties in foreclose in areas of white affluence versus properties in majority-minority areas; how online realtors set their algorithms to exclude access to majority-minority neighborhoods; and how large property owners use artificial intelligence (bots) to automatically deny housing choice voucher holder from applying for a rental unit.

Toward the end of 2022, Open Communities relocated to its current office in Evanston. The board of directors initiated a racial equity assessment and a participative strategic planning process in 2022 that will guide the organization for the next several years to ensure it is stable and sustainable and its impact on the community is positive. Open

Communities affects complex housing issues, and all its efforts must be rooted in equity principles uplifting all voices in the communities it serves. Open Communities envisions communities where resources are equitably shared and where anyone can live and feel they belong.

### **Where we serve**

Open Communities is a civil rights organization that exists to ensure that housing in north suburban Chicago is fair and inclusive. This is done through education, advocacy and direct services that promote inclusive communities. While Open Communities accepts cases throughout northern Illinois its focus area for outreach, education and collaborations is Evanston, Skokie, Niles, Lincolnwood, Park Ridge, Elk Grove, Des Plaines, Mt. Prospect, Morton Grove, Wilmette, Glenview, Wheeling, Northbrook, Winnetka, Glencoe, Highland Park, Highwood, and Deerfield.



## **OPEN COMMUNITIES SERVICES AND IMPACT**

Open Communities services are rooted in the belief that individual and community health are directly proportional to the opportunities available for individuals, families, and businesses to invest in the community. When housing discrimination is allowed to flourish, it undermines the equity goals of all our communities.

### **Housing Counseling and Education**

Open Communities is one of the only housing agencies in the northern suburbs of Chicago certified by the U.S. Department of Housing and Urban Development (HUD), offering housing counseling programs to the community. We work with individuals and families to make the dream of home ownership a reality and work with homeowners to keep their homes so they can stay in their community. We work with renters who have issues with their lease or trouble affording their rent. We work with older adults so that staying in their homes and community can be an option for them. We work with communities impacted by incarceration so that barriers that prevent people from reestablishing

themselves can be overcome.

**Homebuyer Programs:** Open Communities' pre-purchase program provides support with lenders, first-time homebuyer grants, and an overview of the homebuying process. The post-purchase program reviews loans, property taxes, spending plans, and repairs.



*Since we came to this country, our main goal was to save money, work hard, and buy our house. We are happy to say we finally accomplished this dream.*

- Pre-purchase Housing Counseling clients

**Individual Counseling and Education:** Our team helps clients create a budget, identify goals, and develop action steps to get back to financial stability.

**Renter Assistance:** Our team can help settle disputes between landlord and tenants. Open Communities also provides training to landlords and tenants to help promote long-term stability.

**Foreclosure Mitigation Counseling:** Our team works with clients to develop a budget and action plan to prevent foreclosure and will work with lenders or loan servicers to pursue the best options for our clients.

**Reverse Mortgage Assistance-** our HUD-certified HECM (Home Equity Conversion Mortgage) counselor provides education and helps individuals assess their specific situation and whether a reverse mortgage could be an option for them. Our counselor also works with individuals who already have a reverse mortgage but are encountering issues due to a lack of understanding of how a reverse mortgage works and the many rules attached to them.

**“Here to Stay”** is our program specifically for older adults (seniors) with the goal of helping more of our long-term residents age in place. We bundle our services and create educational materials to create awareness of current issues facing older adults and the services we provide in hopes they will contact us sooner in their financial

crisis, so that better options are available. Open Communities is increasing its capacity to advocate for more affordable housing options for older adults.

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### “Here to Stay” Housing Counseling Success Story

**After Sharon’s husband died, she struggled to manage the paperwork and finances for their home.** She fell behind on her property taxes during the pandemic and the lender paid to bring her taxes current, causing Sharon to become delinquent on her mortgage. **Sharon tried to make partial payments to reduce her debt, but the lender would only accept payment in full.** A self-employed older adult, Sharon rents out a room in her house to earn extra income. Sharon had not filed her income taxes in several years and did not have a written lease with her tenant, so she lacked the correct documentation to qualify for a loss mitigation option for her loan. When Sharon first came to OC, **the lender had filed for foreclosure and Sharon was at risk of losing her home.**

Mental health struggles due to past trauma, as well as unfamiliarity with technology, made communicating with her loan servicer extremely difficult for Sharon. After meeting with her Open Communities Housing Counselor, Sharon said **she felt relieved to have found someone she didn’t fear and could trust in this process to help.** Sharon’s housing counselor assisted her in documenting her income, creating a lease for her tenant, and accessing an accountant to file her taxes and get the documentation needed for her lender. Together they discovered that Sharon qualified for her late husband’s social security, more than doubling her original monthly income and providing her with a lump sum in social security back pay.

After working with her housing counselor, Sharon reapplied for a third time for a loss mitigation option and was approved for a loan modification. The servicer took her back amount due and stretched her loan out to a 40-year mortgage. **With a new, lowered, monthly payment, she is able to comfortably keep her home and avoid foreclosure.** Sharon told her housing counselor, **"I am grateful to you beyond expression."**

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**Referral network:** Open Communities has a large network of referral partners to support a continuum of care for clients that need services that we do not currently provide.

**Illinois Access to Justice-** is a stand- alone project that employs a community navigator to provide education on housing issues, specifically to individuals and communities impacted by the justice system. This community navigator collaborates with our housing counseling team to provide direct services when necessary.

## **Fair Housing Testing, Enforcement and Education**

As a HUD-designated private enforcement organization of fair housing laws, when community members experience discrimination in the housing market, they can turn to Open Communities for assistance. OC conducts its own systemic investigations into illegal ads, illegal rental processes, and service provider patterns of discrimination. OC also advocates for reasonable accommodations and modifications for those with disabilities to increase their ability to lead an independent life.

**Education and Outreach:** OC conducts extensive outreach and partners with various organizations to conduct fair housing training and workshops to landlords, real estate professionals, lenders, renters, and homeowners. Our programs educate communities about fair housing laws and discrimination practices to avoid. Education to the public is always free of charge.

**Investigations:** OC investigates complaints of discriminatory practices in rental, lending, and sales transactions. If evidence of housing discrimination is uncovered, the case will be referred to our enforcement staff to determine the best strategy for addressing illegal conduct.

**Enforcement:** When discrimination occurs, OC uses a variety of tools. Depending on the facts of the case, OC can educate the housing provider and mediate a resolution for all parties. However, some cases require aggressive enforcement actions, including referring cases to administrative agencies, such as the Illinois Department of Human Rights, or initiating legal action in state or federal court.

**Advocacy:** Open Communities lifts the voice of populations most impacted by discriminatory practices to advocate for improvements to laws protecting renters and to increase affordable housing options.

## A Dignified Route Home

Our fair housing team supported John, a client with MS, who uses a powered chair due to limited mobility. His apartment building had a limited number of accessible parking spaces available on a first-come, first-served basis. John stopped leaving his apartment much for fear that the spot closest to his unit would be full when he returned home, forcing him to put his chair down unsafely on the streetside or even someone's lawn!

Open Communities advocated for John at meetings with fair housing attorneys and organizational leaders. We successfully advocated for John to receive a designated parking spot close to his apartment as a reasonable accommodation for his disability. Not only did we help make life better for John, but our team also convinced the very large local housing provider to change their accommodation policies to be compliant with the law, impacting hundreds of future renters with disabilities.

John expressed his gratitude for being listened to throughout the long process of change. This designated parking spot means that John is able to leave his home to access healthcare, food, and his social network while trusting that he will have a dignified and accessible route back when he returns home.

## Housing Terms and Definitions

- **Fair Housing-** the right to choose housing free from unlawful discrimination.
- **Fair Housing Enforcement and Testing-** The government is a neutral entity in fair housing and does not enforce fair housing laws. It is up to Fair Housing organizations to enforce fair housing laws through testing, filing claims through administrative and legal channels. Fair Housing testing is done through a host of strategies where complaints are received through individuals regarding individual discrimination, through random testing of suspected bad actors, or suspected systemic racism such as in lending, handling of REO properties or appraisal bias.
- **Housing Advocacy-** efforts by a person or entity to influence laws and policy related to housing by using its expertise to help lawmakers understand the need for changes in law or need for new protections, how current laws have negative or unintended consequences on communities of people, or how proposed laws may have unintended consequences or would have a disparate impact on communities of people.
- **Housing Counseling-** Open Communities provides housing counseling in the areas of pre-purchase home buying, foreclosure prevention and mitigation, rental issues prior to eviction, and soon reverse mortgages.
- **Intake-** phone triage of calls and preliminary assessment of calls, makes referrals to internal housing counseling or provides referrals to outside resources.
- **Affirmatively Furthering Fair Housing (AFFH)-** part of the Fair Housing Act that mandates meaningful actions that, taken together, address significant disparities in housing needs and in access to opportunity, replacing segregated living patterns with truly integrated and balanced living patterns, transforming racially or ethnically concentrated areas of poverty into areas of opportunity and fostering and maintaining compliance with civil rights and fair housing laws.
- **Affordable Housing-** Housing that costs no more than 30% of someone's income
- **Inclusive Community-** Affirmatively installs laws and policies that respect all citizens and provide full access to resources, equal treatment and opportunity.
- **Inclusionary Zoning (or inclusionary housing)-** a land use technique used by municipalities or counties to develop diverse, mixed-income communities, by requiring new residential developments to make a percentage of the new units affordable to targeted incomes.

## FAIR HOUSING DISCRIMINATION AND HARASSMENT

The chart below illustrates fair housing protections, who can be sued, and remedies available under federal, state and local laws.

Fair Housing Laws	Cook County Law	State of Illinois Law	Federal Law
<b>Types of Discrimination Covered</b>	Race Color Religion Sex (including sexual harassment) National Origin Ancestry Age Disability Marital Status Parental Status Sexual Orientation Gender Identity Source of Income Military Discharge Status Criminal History Housing Status Retaliation Aiding/Abetting Willful Interference	Race Color Religion Sex (including sexual harassment) National Origin Ancestry Age Disability Marital Status Familial Status Sexual Orientation (incl. gender identity) Pregnancy Source of Income Unfavorable Military Discharge Order of Protection Status Arrest Record Retaliation Aiding/Abetting Coercion Willful Interference	Race Color Religion Sex (including sexual harassment) National Origin Disability Familial Status  Retaliation Intimidation Coercion Interference
<b>Geographic Limitations</b>	Housing Located in Cook County	Residential and commercial real estate transactions in Illinois	Housing located within U.S. or U.S. territories
<b>Who can be Sued</b>	All persons with right to sell, rent, lease, or sublease any housing unit within Cook County, and their agents or any agent, broker, or other individual working on behalf of any such individual	Owners, managers, salespersons, real estate brokers, rental agents, or other agents or employees of the owner or the owner's agents. Builders and appraisers. Mortgage lenders(banks and loan brokers. Any other person engaged in a real estate transaction.	Most residential housing owners (exceptions: owner-occupied builders with no more than four units, single-family house with no broker, some private organizations), sales and rental agents, builders, lenders, and appraisers. Municipalities. Advertisers.
<b>Kinds of Relief Available</b>	Make whole damages (such as moving expenses, rent differentials and emotional distress damages)  Fines to the County  Injunctive relief, including emergency relief (order to cease eviction or order to sell/rent)  Attorney's fees and costs to prevailing Complainant	Make whole damages (such as moving expenses, rent differentials and emotional distress damages)  Fines to the State  Injunctive relief, including emergency relief (order to cease eviction or order to sell/rent)  Attorney's fees and costs to prevailing Complainant	Make whole damages (such as moving expenses, rent differentials and emotional distress damages). Punitive damages. Fines to Agency  Injunctive relief, including emergency relief (order to cease eviction or order to sell/rent)  Attorney's fees and costs to prevailing Complainant

## Commonly Used Housing Acronyms

- ARP American Rescue Plan
- AARP American Association of Retired Persons
- CBRAP Court Based Rental Assistance Program
- CCERA Cook County Emergency Rental Assistance
- CDBG Cook County Community Development Block Grant
- CAFHA Chicago Area Fair Housing Alliance
- CHA Chicago Housing Authority
- CoC Continuum of Care
- CSBG Community Services Block Grant
- CVLS Chicago Volunteer Legal Services
- ECF Evanston Community Foundation
- EOI Education and Outreach Initiative (HUD FHIP Grant)
- ERA Emergency Rental Assistance
- ESG Emergency Shelter/Solutions Grant (Part of CDBG)
- FLAP Farmworker and Landscaper Advocacy Project (OC's Sub-tenant)
- FHIP Fair Housing Initiatives Program (Grant program under HUD)
- FHOI Fair Housing Opportunities Initiative HUD FHIP Grant)
- HACC Housing Authority of Cook County (administer Section 8 voucher in Cook County)
- HAF Homeowner Assistance Funds (Emergency Funding during Pandemic to assist homeowners)
- HAI Housing Action Illinois- (OC funder and intermediary to HUD for Housing Counseling)
- HCV Housing Choice Voucher (or Section 8)- Gov't housing subsidy to provide rental assistance
- HODC Housing Opportunity Development Corp (once part of OC, they build and manage affordable housing.)
- HSCP Housing Stability Counseling Program
- HSS Housing Stability Services
- HUD US Dept. Housing & Urban Development
- IDHR Illinois Department of Human Rights
- ILA2J Illinois Access to Justice
- IHDA Illinois Housing Development Authority
- ILRPP Illinois Rental Payment Program
- JHA Just Housing Amendment
- LAN Local Area Network
- LIHEAP Low Income Home Energy Assistance Program LCBH Law Center for Better Housing
- NFHA National Fair Housing Alliance
- PHA Public Housing Authority
- PEI Private Enforcement Initiative (HUD FHIP Grant)
- RLTO Residential Landlord and Tenant Ordinance (Chicago / Evanston)
- RTLO Residential Tenant-Landlord Ordinance (Cook County)
- RRF Retirement Research Foundation
- Section 8 -see Housing Choice Voucher Program
- SNAP Supplemental Nutrition Assistance Program
- TANF Temporary Assistance for Needy Families
- WIC Women, Infants, and Children (a special supplements nutrition program)
- WJC Westside Justice Center

### INCOME AND EXPENSES

Income FY24	\$	% of Income
Federal Gov't	534,579	41.81%
State & Local Gov't	231,128	18.08%
Foundations & Corporations	124,428	9.73%
Individual & Board	49,691	3.89%
Events	24,774	1.94%
Program Income	105,510	8.25%
Other (Pandemic Relief)	161,844	12.66%
Investment	46,657	3.65%
<b>Total</b>	<b>1,278,611</b>	
Expenses	\$	% of Expenses
Staff	977,197	80.17%
Overhead & Office Expenses	105,565	8.66%
Program Expenses	12,366	1.01%
Staff Training	9,329	0.77%
Event Expenses	9,805	0.80%
Capacity Building	27,104	2.22%
Marketing	4,989	0.41%
Professional Services	72,608	5.96%
<b>Total</b>	<b>1,218,963</b>	
<b>Net</b>	<b>59,848</b>	

**Donors**

## ROLE OF THE BOARD

- **Establish and be accountable for the mission, vision, values:** The board's fundamental responsibility is to satisfy itself that everyone connected directly or indirectly with the organization understands its reasons for existing. This usually takes the form of a written mission statement. In addition to ensuring that the organization has a modern statement of what it is, represents, and does, the board should periodically review the statement's adequacy, accuracy, and viability. A widely distributed statement of mission and purpose should clearly express the organization's goals, means, and primary constituents served. Further, it should explain what makes the organization distinctive and special and present a compelling reason for individuals, foundations and corporations to support it financially. An adequate statement of mission and purpose should serve as a guide to organizational planning, board and staff decision-making, volunteer initiatives, and setting priorities among competing demands for scarce resources. It sets the state for developing fund raising strategies and strategic planning as well as the board's many other responsibilities.
- **Develop and monitor long-term strategic plan as well as annual work plans:** Board members must be involved extensively in the planning process if they and the board are to assume proper ownership of the plan and otherwise help to implement many of the plan's goals and objectives including the acquisition of new resources. Their role is essentially one of asking good questions, expecting good answers, and serving as resources in areas of personal and professional expertise. The board should formally and enthusiastically approve the plan following an extended period of consultation and opportunity for revision. While some long-range forecasts can be made, it is probably best not to cover more than a three- year period. Annual progress reports by the executive will keep the staff accountable and the board aware of progress on priorities.
- **Establish policies related to the governance of Open Communities.**
- **Employ and review annually the performance of the CEO:** This responsibility undoubtedly has the greatest impact on the organization's development and effectiveness. While this function may also be shared with others who have a stake in the outcome, the final decision is the board's to make. A carefully considered search process is essential, but a prerequisite of effective executive performance is the board's recognition of its duty to provide the type of working environment that will enable the top staff executive to succeed. Prior to a search process, the board should review the organization's major strengths and needs; establish specific priorities for the next period of executive leadership; articulate the characteristics, skills, and style it seeks in its new executive; establish clear objectives and clarify expectations for at least the first year of their service; provide an adequate compensation package and other employment terms; and clarify its own role vs. the role of the board. Nowhere else can the chief executive seek the kind of moral and substantive support he/she consistently needs except from his/her board. Although this responsibility is often manifested through the board's top elected officer, it remains a board function.

Some boards have found it useful to assign this responsibility to its executive committee. This

helps, but the board as a whole should be satisfied that the chief executive:

- Receives frequent and constructive feedback.
- Is introduced to other community leaders and organizations.
- Is invited to important social functions.
- Is complimented for exceptional initiatives.
- Is encouraged to take professional and personal leave for renewal.
- Is assisted when members overstep prerogatives or misunderstand their role.
- Feels that the board is aware of and sensitive to family situations and needs; and
- Feels that his/her performance is being assessed in relation to the board's performance.

Regarding informal and formal performance reviews, the board and executive should agree on purposes and processes. This delicate business is helped immeasurably if annual goals and objectives are mutually discussed and agreed on; they become the primary criteria for review through informal and candid discussion.

- **Manage Resources Effectively:** An important part of serving the public trust is protecting accumulated assets and ensuring that current income is managed properly. Because organizations are incorporated and granted tax-exempt status by state and federal laws to fulfill a public need, the board's obligations go well beyond its organization's members, constituents or clients. Boards traditionally exercise this responsibility by helping to develop and approve the annual budget. The annual budget is probably one of the board's most significant policy decisions because it sets in motion a host of programmatic, personnel and other priorities.

The board can only monitor the budget's implementation if it has clear, intelligible, accurate and timely financial reports. At board meetings, each board member should receive balance sheets with a consolidated accounting of all assets and current liabilities. Monthly finance reports should be provided to the treasurer and members of the finance or executive committees. The board should insist on an annual audit by an independent certified public accountant or accounting firm. The finance committee should review and meet with the auditor, if necessary, before the audit is finalized and filed.

- **Determine and Monitor the Organization's Programs and Services:** The board's fundamental role begins with the question of whether current and proposed programs and services are consistent with the organization's stated mission and purposes. Given limited resources and unlimited demands on them, the board must decide among competing priorities. Financial and programmatic decisions should not be made independently.
- **Enhance the Organization's Public Image:** The board serves as a link between the organization's staff or volunteers and its members, constituents or clients. But government leaders, the media, and current and potential funding sources call for an ambitious and effective public relations program to ensure a healthy public image for the organization. Clearly outlined achievements, contributions to the public good, and explanations for how gifts, grants and other revenue sources are allocated, are all part of the process. Written annual reports, timely and informative

press releases, consistent communication initiatives with community and government leaders, and timely speeches by appropriate board members to civic and community groups are important elements of a comprehensive public relation strategy.

- **Serve as a Court of Appeal:** One of the marks of an effective managed and governed organization is its ability to avoid having its board arbitrate personnel issues except in the rarest of circumstances. Solid personnel policies and procedures, grievance protocols and an especially clear understanding about the executive's responsibility for hiring, developing and releasing staff help to ensure appropriateness in this area. Nevertheless, the time may come when the CEO's judgment will be challenged. The CEO should consult with the board and ask for its judgment involving disputes not otherwise manageable within the executive's prerogatives.
- **Assess its Own Performance:** The Board should have a process in place to assess its own performance over the course of the last year.
- **Ensure Adequate Resources:** An organization is only as effective as it has resources to meet its purposes. Providing adequate resources is, first and foremost, a board responsibility. Many organizations confuse the executive role with the board's responsibility on this score, particularly when the staff includes a director of development. It is perfectly appropriate to consider the top executive as the chief fund raiser, but the board determines what is possible to achieve. The performance of the board, executive, and director of development is intimately linked to the board's membership and its ability to open doors, influence potentially large donors, and otherwise monitor and guide fund raising initiatives. Effective fund raising is one measure of the board's capabilities, commitment and influence. Every board member should inventory his/her connections with potentially helpful givers and the board should accept responsibility in his area
- **An annual gift** from board members is very important: Being able to report 100 percent participation to potential and past funders goes a long way in conveying that you believe the mission is important enough to invest in. The amount of personal giving by board members is less important than the extent of their participation. Board members are better fund raisers when they know they have done their part.

## BOARD POLICIES

The Board of Directors provides essential leadership and is responsible for ensuring all policies are carried out in accordance with Open Communities By-laws.

- **Length of Term:** Terms are for three years, at which point members are eligible for a second term.
- **Conflict of Interest:** Members of the Board of Open Communities shall derive no personal profit or gain, directly or indirectly, by being on the Board or by giving services to the Board or to Open Communities. It is the duty of all Board members to be aware of this policy and to identify conflicts

of interest and situations that may result in the appearance of a conflict and disclose those situations/conflicts/potential conflicts to either the CEO or Board President. See separate Conflict of Interest form, which must be signed yearly, for more details.

- **Board Size:** Minimum of eight Board members and a maximum of thirteen Board members.
- **Board Meeting Attendance:** Board members are expected to attend all board meetings with no more than two absences each year. Three absences in a six-month period is considered an automatic resignation, unless there is an extenuating circumstance. The Annual Board meeting is held in June, as part of the regular board meeting, and is of particular importance for attendance, as the re-election of Board members and Officers occurs, and the organizational budget is approved. Attendance is critical to the board's success. Many private funders examine the participation of the board and good participation is a key indicator of good organizational governance.
- **Commitment to Diversity, Equity, and Inclusion:** Open Communities is committed to a diverse, inclusive, and equitable environment where all board members, staff, volunteers, and members feel respected and valued regardless of gender, age, race, ethnicity, national origin, sexual orientation or identity, disability, education, or any other bias. We are committed to modeling diversity, inclusion, and equity and maintaining fair and equal treatment for all. We respect and value diverse life experiences to provide informed leadership.
  - We will strive to see diversity, inclusion, and equity in connection with our vision and "mission for the benefit of those we serve.
  - We aim to recognize and address inequities in our policies, programs, and services.
  - We will update and document progress on our diversity, equity, and inclusion practices.
  - We promise to investigate underlying assumptions that interfere with our diversity policy.
  - We commit to advocating for systemic inequities that impact our work at the board level and address it according to this policy and in accordance with our mission.
  - We commit to challenging commonly accepted notions about what constitutes strong leadership within our organization.
  - We commit to being transparent about diversity in all our interactions.
  - We will dedicate our time and resources to expanding greater diversity within our board and leadership positions.
  - We commit to leading with respect and tolerance and we encourage all employees and volunteers to express this in their work within our organization.



### **INDIVIDUAL BOARD MEMBER DUTIES AND RESPONSIBILITIES**

This starts with an understanding of the fundamental legal duties of each individual board member, which include:

- **Duty of Care** — Each board member has a legal responsibility to participate actively in making decisions on behalf of the organization, to be trusted with confidential information and to exercise their best judgment while doing so.
- **Duty of Loyalty** — Each board member must put the interests of the organization before their personal and professional interests when acting on behalf of the organization in a decision-making capacity. The organization’s needs come first.
- **Duty of Obedience** — Board members bear the legal responsibility of ensuring that the organization complies with the applicable federal, state, and local laws and adheres to its mission.
- **Conflict of Interest**- must sign a Conflict-of-Interest disclosure form each year.

### **Responsibilities**

- Attend a Board orientation.
- Attend board meetings faithfully including the annual meeting and planning retreat.
- Serve on at least one Board committee.
- Be well-informed about Open Communities finances and overall financial health of the organization.
- Participate in activities and events sponsored by Open Communities and encourage participation by others.
- Contribution- make an annual contribution that is meaningful to you- one of your top three contributions.
- Encourage- your company or organization you represent to support Open

Communities, if appropriate.

- Assist in the recruitment of new Board members and supporters.
- Serve as an ambassador of the mission, and when asked, and be a spokesperson for the organization.

### **Meetings and Time Commitment**

- **Attend regular Board meetings:** which are held six times a year, typically the last Wednesday of September, November, January, March, May and June. Meetings are a combination of in-person and Zoom meetings that run from 6:30-8:30. *A full list of meetings with exact dates and times are distributed each July.*
- **Board Gatherings:** Board may have optional gatherings outside of formal board meetings.
- **Board Committees:** Members must serve on at least one committee. Committees vary in meeting times and duration. Participation on committees ensure the board is engaged in Open Communities' work and can provide educated guidance to fulfill board duties.
  - **Executive Committee:** Organizational structure, Board operations, Coordinating and tracking committee projects, Agency administration, including supervising Executive Director, Legal requirements for maintaining nonprofit.
    - **Staff:** CEO,
    - **Board:** President, Past-President, Vice President, Secretary, Treasurer
  - **Finance Committee:** Financial accountability, Provide financial supervision, Participate in budget preparation and approve to move to full board for approval, Property/lease management, Investments, Review and approve financial audits
    - **Staff:** CEO, Finance and Administration Director
    - **Board:** Treasurer and other members
  - **Fundraising Committee:** Fundraising plan, Individual and major gifts, Special events, Marketing, Other resource development.
    - **Staff:** Development Director
    - **Board:**
  - **Advocacy Committee:** Actively learn about policy issues affecting our communities and work with staff to set advocacy priorities. Assist in capacity building efforts to bring resources to support advocacy work.
    - **Staff:**
    - **Board:**
- **\*Board Governance Committee:** New board member recruitment, New board member orientation, Current board engagement activities, Coordinate board evaluation process, Provide board recognition activities.
  - **Staff:**

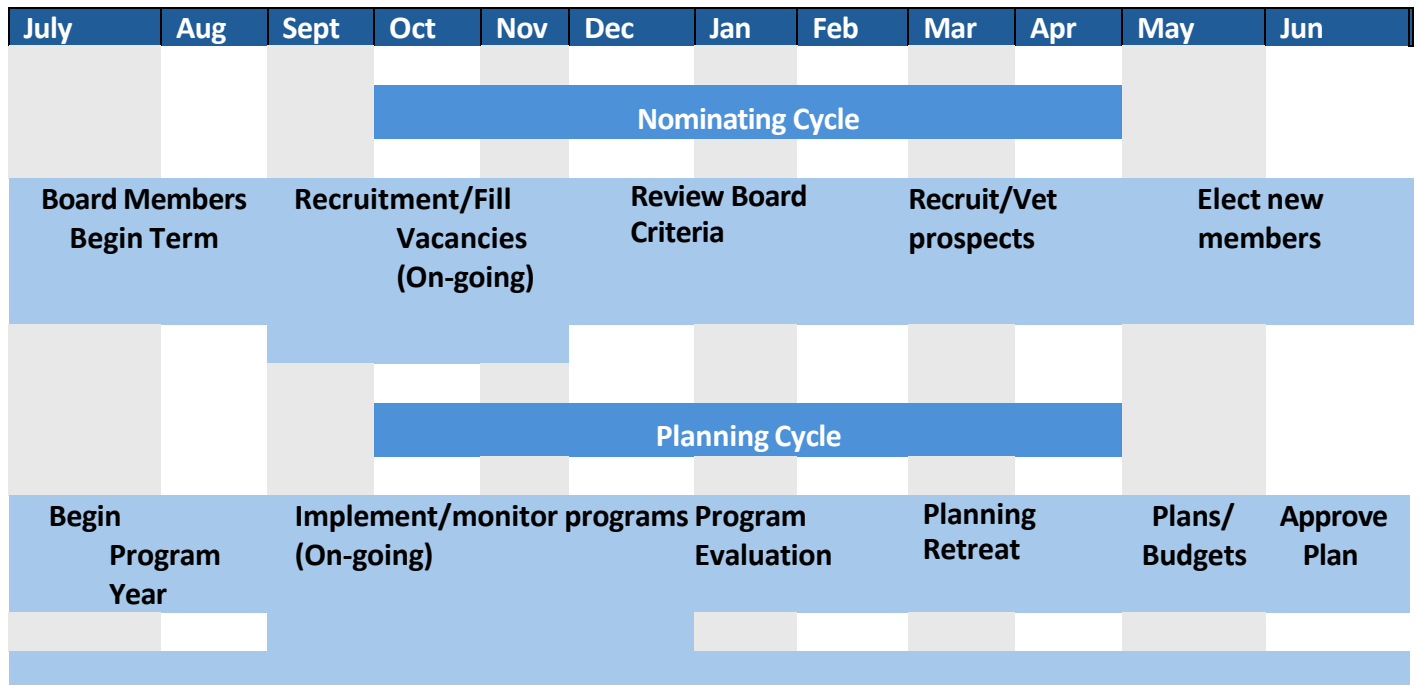
- **Board:**

\***Strategic Committee:** Review and evaluate strategic plan progress, review yearly strategic goals for organization, work with governance committee to set yearly strategic goals for board, evaluate organization’s new program proposals to prevent mission creep.

- **Staff:** CEO
- **Board:**

\* Currently, not an active committee

## The Annual Board Cycle





**Robert's Rules of Order** CheatSheet

Action	What to Say	Can interrupt speaker?	Need a Second?	Can be Debated?	Can be Amended?	Votes Needed
Introduce main motion	<i>"I move to..."</i>	No	Yes	Yes	Yes	Majority
Amend a motion	<i>"I move to amend the motion by II (add or strike words or both)"</i>	No	Yes	Yes	Yes	Majority
Move item to committee	<i>"I move that we refer the matter to committee."</i>	No	Yes	Yes	No	Majority
Postpone item	<i>"I move to postpone the matter until..."</i>	No	Yes	Yes	No	Majority
End debate	<i>"I move the previous question."</i>	No	Yes	Yes	No	Majority
Object to procedure	<i>"Point of order."</i>	Yes	No	No	No	Chair decision
Recess the meeting	<i>"I move that we recess until..."</i>	No	Yes	No	No	Majority
Adjourn the meeting	<i>"I move to adjourn the meeting."</i>	No	Yes	No	No	Majority
Request information	<i>"Point of information."</i>	Yes	No	No	No	No vote
Table a Motion	<i>"I move to table..."</i>	No	Yes	No	No	Majority
Take up a previously tabled item	<i>"I move to take from the table..."</i>	No	Yes	No	No	Majority
Close the meeting for executive session	<i>"I move to go into executive session..."</i>	No	Yes	No	No	Majority

## BY-LAWS

### THIRD AMENDED & RESTATED BYLAWS OF OPEN COMMUNITIES

*Revised and Approved November, 20, 2024*

#### ARTICLE I

##### Identification and Miscellaneous

**Section 1. NAME.** The name of the corporation is Open Communities (the “Corporation”).

**Section 2. REGISTERED OFFICE.** The registered office for the transaction of business of the Corporation is fixed and located in the State of Illinois. The Board of Directors, as defined below in Article IV, may at any time or from time to time change the location of the registered office from one location to another within Illinois by duly adopted resolution and submission of the appropriate statement to the Secretary of State of Illinois.

**Section 3. REGISTERED AGENT.** The registered agent of the Corporation shall be an individual resident in the State of Illinois. Such an agent will be continuously maintained by the Corporation in the State of Illinois. A new registered agent may be appointed if the office of such agent becomes vacant for any reason, or such agent becomes disqualified or incapacitated to act, or if the Corporation through the Board of Directors revokes the appointment of such agent by duly adopted resolution of the Board of Directors. The appointment of a new registered agent requires the submission of the appropriate statement to the Secretary of State. Such registered agent will be recognized as an agent of the Corporation on whom any process, notices, or demand required or permitted by law to be served on a corporation may be served. The name of the registered agent as of the adoption of these bylaws is Illinois Corporation Service Company (CSC Global [cscglobal.com](http://cscglobal.com)).

**Section 4. BOOKS AND RECORDS.** The Corporation shall keep correct, accurate minutes of the proceedings of its Board of Directors and committees having any of the authority for the Board of Directors. The Corporation shall also keep the original copy of these bylaws, including all amendments and alterations thereto to date (the “Bylaws”). Such books and records shall be kept at the registered office of the Corporation. All books and records of the Corporation may be inspected by any director for any purpose at any reasonable time. The right to inspect includes the right to copy; however, the costs of copying are to be paid by the person inspecting the books and records.

**Section 5. SEVERABILITY.** If any portion or provision of these Bylaws shall for any reason be held by a court of competent jurisdiction to be invalid or unenforceable, the remaining portions or provisions hereof shall nevertheless remain in full force and effect, as if such unenforceable portion of provision had never been a part hereof.

**Section 6. GOVERNING LAW.** These Bylaws shall be governed by and construed in accordance

with the laws of the State of Illinois without regard to conflicts of laws principles.

## **ARTICLE II**

### **Purposes**

**Section 1. PURPOSES.** The purposes of the Corporation, as stated in the Articles of Incorporation, are only the following:

(a) The general purpose for which the Corporation is formed is to operate exclusively for such charitable, religious, scientific, and educational purposes, including (without limitation), for such purposes, acquiring by gifts and donations funds to be distributed to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(b) This Corporation shall have and exercise all rights and powers conferred on corporations under the Illinois General Not For Profit Act of 1986, provided, however, that this Corporation is not empowered to engage in any activity which in itself is not in furtherance of its charitable purposes within the meaning of Section 501(c)(3) of the Code, as set forth above.

**Section 2. LIMITATIONS.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, 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 the purposes set forth in Section One hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

**Section 3. DISSOLUTION.** Upon the dissolution of the Corporation, any assets remaining after paying or providing for all debts and obligations of the Corporation shall be distributed for one or more exempt purposes within the Code or the corresponding section of any future federal tax code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE III**

### **Members**

**Section 1. MEMBERS.** The Corporation shall have no members.

## **ARTICLE IV**

### **Board of Directors**

**Section 1. NUMBER AND QUALIFICATIONS.** The affairs and general business of the Corporation shall be managed by a board of not less than [eight (8)] and not more than [thirteen (13)] persons (the "Board of Directors") The number of directors may be fixed or changed from time to time, within the minimum and maximum, by resolution of the Board of Directors without amendment to the Bylaws.

**Section 2. QUORUM.** A majority of the directors of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice. Directors may participate in any meeting of the Board of Directors and be counted for purposes of determining whether a quorum is present at such meeting by appearing in person or by telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other; provided, however, that any director who will participate in any meeting by telephone or such other communications equipment must give sufficient notice to the chairperson of the Board of Directors (the "Chairperson") to allow for the provision of the necessary telephonic or other communications equipment. The act of a majority of the Board of Directors present at a meeting at which quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Bylaws.

**Section 3. POWERS OF DIRECTORS.** Subject to limitations of the Articles of Incorporation and other sections of these Bylaws, all corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. Without limiting the general powers, the Board of Directors shall have the following powers:

- (a) to select one of their number as chairperson of the Board of Directors who shall call meetings of the Board of Directors and preside at such meetings;
- (b) to conduct, manage, and control the affairs and business of the Corporation, and to make rules

and regulations not inconsistent with the Articles of Incorporation or these Bylaws;

(c) to make appointments to committees as deemed desirable and

(d) to elect officers and directors of the Corporation.

**Section 4. ELECTION OF DIRECTORS.** The directors of the Corporation shall be elected for staggered terms at the annual meeting by a quorum of the Board of Directors then in office. Each director shall hold office for a three (3)-year term following his or her election and until his or her successor shall have been elected and qualified. The directors shall be divided into three approximately equal classes, such that their terms shall be staggered so that at the time of each annual meeting the terms of approximately one-third of all of the directors shall expire.

**Section 5. REGULAR MEETINGS.** The annual meeting of the Board of Directors shall be held each year to review operations during the immediately preceding year, elect directors, elect officers, and transact such other business as may be properly brought before the meeting. The Board of Directors shall set the time and place for the annual meeting. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings. Regular meetings of the Board of Directors shall be held at a minimum of six (6) times each fiscal year. Each director must be physically present (including via telephone or other teleconference technologies, including, but not limited to, web-conference calls, cellular conferencing devices, etc.) at two-thirds of the number of regular meetings, unless otherwise agreed to by the Board of Directors to accommodate a special circumstance. The failure of a director to attend, whether electronically or physically, at least three (3) regular meetings during any six (6) month period constitutes an act of automatic resignation.

**Section 6. SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called by or at the request of the Chairperson, the President, or any two (2) directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place for holding any special meeting of the Board of Directors called by them.

**Section 7. 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 8. NOTICE.** Written, telephonic or electronic notice of any meeting of the Board of Directors shall be given to each director at least three (3) days before such meeting at his or her address, telephone number, or electronic mail address, as the case may be, as shown in the records of the Corporation, except that no meeting of directors may remove a director unless written notice

of the proposed removal is delivered to all directors at least twenty (20) days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notice of any meeting of the Board of Directors may be waived in writing by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except when 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.

**Section 9. RESIGNATION AND REMOVAL.** Any director may resign at any time by giving written notice to the Board of Directors, to the President, or to the Secretary. 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. 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.

A director may be removed for cause by an affirmative vote of a majority of the Board of Directors then in office. "Cause" is defined as: (a) acting contrary to the purpose of the organization as determined by the majority vote of the Board of Directors, or (b) being disruptive during meetings as determined by a majority of the Board of Directors.

**Section 10. VACANCIES.** Vacancies on the Board of Directors created by reason of the death, resignation, or removal of a member of the Board of Directors, or an increase in the number of directors, shall be filled by a quorum of the directors then in office even though less than a quorum of the Board of Directors, or by the sole remaining director. A successor director so elected shall serve for the unexpired term of his or her predecessor.

**Section 11. COMPENSATION.** No director shall receive any compensation for his or her services as director of the Corporation. Directors may be reimbursed for reasonable expenses incurred in the performance of their duties, pursuant to such policies and procedures as may be adopted by the Board of Directors.

**Section 12. ACTION WITHOUT MEETING.** Any action required by law or these Bylaws to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State under the Illinois General Not For Profit Corporation Act of 1986. Any such action may be signed in counterpart.

## **ARTICLE V**

### **Officers**

**Section 1. OFFICERS.** The officers of the Corporation shall be a President, one or more Vice President(s), Treasurer, and Secretary. In addition to the powers and duties of the officers of the Corporation set forth in these Bylaws, the officers, agents, and employees of the Corporation shall have such powers and perform such duties in the management of the Corporation as the Board of Directors from time to time may prescribe.

**Section 2. ELECTION OF OFFICERS.** The officers of the Corporation shall be elected for three (3) year terms by the Board of Directors at the annual meeting.

**Section 3. TERM OF OFFICE.** The officers shall serve for a three (3) year term and may be reelected.

**Section 4. VACANCIES.** Vacancies because of resignation, death, disqualification, or otherwise may be filled or new offices created and filled at any meeting of the Board of Directors by a majority vote.

**Section 5. REMOVAL OF OFFICERS.** Any officer of the Corporation may be removed from office at any time, with or without cause, by a vote of the majority of the Board of Directors then in office.

**Section 6. PRESIDENT or CO-PRESIDENT.** The President or Co-Presidents shall be the principal operating officer(s) of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. The President or Co-Presidents may sign, with

the Secretary or any other proper officer of the Corporation so authorized by the Board of Directors, contracts or other documents which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall by and with the consent and approval of the full Board of Directors, have the power to appoint an executive director or chief executive officer who shall be responsible to the Board of Directors for management and administration of the overall operating functions of the Corporation.

**Section 7. VICE PRESIDENT.** In the event of the absence or disability of the President or his/her refusal to act, the Vice President shall perform all the duties of the President and in so acting shall have all the powers of the President. The Vice President shall also perform such other duties as assigned by the President or the Board of Directors. The Board of Directors may appoint more than one Vice President, or no Vice President if the Board does not deem it necessary.

**Section 8. SECRETARY.** The Secretary shall: (a) record the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be a custodian of the corporate records and of the seal of the Corporation; (d) maintain the files, records, and correspondence of the Corporation; and (e) perform all duties incident to the office of the Secretary and such other duties as from time to time may be designated to him or her by the President or by the Board of Directors.

**Section 9. TREASURER.** The Treasurer's duties shall be to perform or oversee: (a) the collection of all monies; (b) all authorized payments; (c) maintenance of complete financial records of all receipts and expenditures of all funds; and (d) such other duties as assigned by the President or directed by the Board of Directors.

**Section 10. MULTIPLE OFFICES.** One director may serve multiple offices, provided that the President may not hold any other office.

**Section 11. COMPENSATION.** No officer shall receive any compensation for his or her services as officer of the Corporation. Officers may be reimbursed for reasonable expenses incurred in the performance of their duties, pursuant to such policies and procedures as may be adopted by the Board of Directors.

## **ARTICLE VI**

### **Committees**

**Section 1. COMMITTEES.** The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees each of which will consist of two (2) or more directors and the majority of its membership shall be directors (unless the committee is appointed to handle the election, nomination, qualification, or creditors of directors, in which case the committee may be comprised entirely of non- directors). The committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it, him or her by law.

## **ARTICLE VII**

### **Contracts and Finances**

**Section 1. CONTRACTS.** The Board of Directors may authorize any officer(s) or agent(s) of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. The President and the Treasurer are authorized by these Bylaws to open checking or other depository accounts in the name of and on behalf of the Corporation.

**Section 2. APPROVAL OF EXPENSES.** The Board of Directors must approve by resolution all payments of expenses by the Corporation of more than five-thousand dollars (\$5,000). CEO is responsible for approval of all expenses. Once the annual budget is approved, any new expense over

a \$5000 single time purchase or a contractual agreement of \$15,000 annually shall be voted and approved by the Executive Committee. Any multiyear contractual agreement over \$15,000 will be approved by the Executive Committee. Any contract or single purchase over \$25,000 requires a majority of the board for approval.

**Section 3. CHECKS, DRAFTS, ETC.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the CEO. If the CEO is not available, such instruments shall be signed by the Treasurer or President and countersigned by one other Officer of the Corporation.

**Section 4. GIFTS.** The Board of Directors may accept on behalf of Open Communities any contribution, gift, bequest, or device for the general purposes or for any special purpose of Open Communities.

**Section 5. COMPENSATION ARRANGEMENTS.** The Board of Directors shall ensure that compensation arrangements are based on information about compensation paid by similarly situated taxable or tax-exempt organizations for similar situations. The Board of Directors will maintain a record of the information used to make compensation decisions.

## **ARTICLE VIII**

### **Financial Administration**

**Section 1. FISCAL YEAR.** The fiscal year of the Corporation shall begin on the 1st day of July in each year and end on the last day of June in the following year; provided, however, that the Board of Directors may, within its sole discretion, designate any other period allowable under the Internal Revenue Code of 1986, as amended (the "Code"), or any future federal tax code, as the fiscal year of the Corporation.

**Section 2. BUDGET.** An annual budget shall be prepared by the Executive Director and/or Chief Executive Officer at the direction and oversight of the Executive Committee, or such other committee designated by the Board of Directors, and submitted to the Board of Directors for approval prior to the beginning of the next fiscal year.

## **ARTICLE IX**

### **Amendments**

**Section 1. AMENDMENTS.** The Articles of Incorporation and/or Bylaws of the Corporation may be amended, revised, or repealed by the affirmative vote of a majority of the Board of Directors of the Corporation then in office. This includes the power to adopt new Bylaws.

## **ARTICLE X**

### **Indemnification and Insurance**

**Section 1. INDEMNIFICATION.** Any person made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he or she is or was a director or officer of the Corporation, or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation, to the fullest extent permitted by the Illinois General Not For Profit Corporation Act of 1986, against any and all liability and the reasonable expenses, including attorneys' fees and disbursements, incurred by him or her in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such director or officer is liable for negligence or misconduct in the performance of his or her duties. Such rights of indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled apart from this provision.

**Section 2. INSURANCE AND OTHER INDEMNIFICATION.** The Corporation will (i) purchase and maintain, at the Corporation's expense, Directors and Officers (D&O) insurance as well as General Liability insurance and (ii) give other indemnification to the Board of Directors to the extent permitted by law.