

**BY-LAWS OF**

**ILLINOIS PIONEER COALITION**

(As adopted by unanimous vote of Board of Directors, April 25, 2006,  
and amended on February 23, 2007.)

**ARTICLE I**

**NAME & PURPOSE**

Section 1.1. Name. The name of the Corporation shall be “Illinois Pioneer Coalition” (the “Corporation”).

Section 1.2. Purpose. The Purpose of the Illinois Pioneer Coalition is the improvement of quality of life for individuals served and staff in all long-term care settings throughout the State of Illinois. The values, practices and approaches of person-centered care are the tools that can transform the culture in which we care for our elders and persons with disabilities. The means through which the Coalition achieves this Purpose include, but are not limited to, advocacy, education, public awareness, research, support for local coalitions and training.

**ARTICLE II**

**MEMBERSHIP**

Section 2.1. Membership. The Corporation shall have no members.

**ARTICLE III**

**BOARD OF DIRECTORS**

Section 3.1. Powers. The Board of Directors shall have general power to control and manage the affairs and property of the Corporation in accordance with the purposes and limitations set forth in the Certificate of Incorporation. In addition, the Board shall have the power to borrow money or purchase, sell, lease or otherwise dispose of any real estate or other property of the Corporation.

Section 3.2. Number & Qualifications. The number of Directors constituting the entire Board of Directors shall be fixed by the Board but shall be no less than twelve and no more than sixteen. Each Director shall be a person of full age and need not be a resident of Illinois.

Section 3.3. Election & Term of Office.

Section 3.3.1. The initial Board of Directors shall be elected by the Incorporators. Thereafter, Directors shall be elected annually by the Board of Directors.

Section 3.3.2. The Directors shall hold office for three-year terms, provided, however, that any Director elected to fill an unexpired term (whether resulting from the death, resignation, or removal of a Director, or created by an increase in the number of Directors) shall hold office until the next election of Directors. Directors may be elected to no more than two consecutive three-year terms, in addition to partial terms, unless the limit is waived by a majority vote of the Board. A Director is eligible for re-election after one year off the Board. The first Board shall serve a two-year term. The rotation of 1/3 to be re-elected each year begins after the second year. To become a Director, a person shall be nominated by at least two existing Directors and elected by a majority vote of the Board. Eligibility for the Board shall be determined through the nomination and approval process as outlined in the Board Position Description.

Section 3.4. Removal. Any Director may be removed at any time for good cause by a vote of a majority of the Board at any special meeting of the Board called for this purpose, provided that at least one week's notice of the proposed action shall have been given to the entire Board of Directors in office. A Director who misses three consecutive Board meetings with unexcused absences shall be automatically removed, but may be reinstated by a vote of a majority of the Board for good cause shown.

Section 3.5. Resignation. Any Director may resign from office at any time. Such Resignation shall be made in writing and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Corporation or its President. The acceptance of a Resignation by the Board of Directors shall not be necessary to make it effective, but no Resignation shall discharge any accrued obligation or duty of a Director.

Section 3.6. Vacancies & Newly Created Directorships. Any newly created Directorship and any Vacancies on the Board of Directors arising at any time and from any cause, may be filled at any meeting of the Board of Directors by a majority vote of the Directors in office, regardless of their number, and the Directors so elected shall serve until the next Annual Meeting.

Section 3.7.1. Meetings. Meetings of the Board may be held at any place within or outside the State of Illinois or via teleconferencing as the Board may from time to time fix, or as shall be specified in the notice or waivers of notice thereof. The Annual Meeting of the Board shall be held during the first three months of each calendar year, at a time and place fixed by the Board. Other regular meetings of the Board shall be held

no less than three times during the year. Special meetings of the Board shall be held whenever called by a majority of the Board of Directors, the President of the Board, or the Executive Director of the Corporation, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

Section 3.7.2. Notice of Meetings. Notice of the time and place of each regular or special meeting of the Board shall be mailed to each Director within 10 business days for a teleconference and 10 days for an in-person meeting, postage prepaid, addressed to him or her at his or her residence or usual place of business (or at such an address as he or she may have designated in a written request filed with the Secretary) or sent by facsimile or electronic mail, provided, however, that notice of special meetings to discuss matters requiring prompt action may be given by telephone.

Section 3.8. Quorum & Voting. Unless greater proportion is required by law, a majority of the elected Board shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by statute or by these By-Laws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained.

Section 3.9. Action by the Board. Any action required or permitted to be taken by the Board or by any committee appointed by the President or Board thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone, or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 3.10. Compensation. No Compensation shall be paid to Directors for their service as Directors.

#### **ARTICLE IV**

#### **OFFICERS, EMPLOYEES & AGENTS**

Section 4.1. Officers. The Officers of the Corporation shall be a President, a Secretary, a Treasurer and such other Officers, including one or more Vice Presidents, as the Board of Directors may appoint from time to time. No person may hold more than one Office in the Corporation. The Officers shall be members of the Board of Directors. No instrument requiring a signature from more than one Officer may be signed by one person in more than one capacity.

Section 4.2. Election, Term of Office and Removal. The Officers of the Corporation shall be elected for a one year term at the annual meeting of the Board of Directors, immediately following the election of Directors, and each shall continue in Office until his or her re-election or his or her successor shall have been elected and qualified, or until his or her death, resignation or removal. Any Officer of the Corporation may be removed, with or without good cause, by a vote of the majority of the Board of Directors.

Section 4.3. Executive Director. The Board of Directors shall have the authority to employ an Executive Director who shall have the responsibility and authority to implement the strategic plan and business operations of the organization as approved by the Board. This Executive Director will have the authority to employ staff, contractors and other resources as justified by the operations plan and budget approved by the Board.

Section 4.4. Other Agents & Employees. The Board of Directors may from time to time appoint such Agents and Employees as it shall deem necessary to perform assigned duties and receive reasonable compensation as a majority of the Board of Directors may from time to time determine. No such other Employee or Agent need be a Director of the Corporation. To the full extent allowed by law, the Board of Directors may delegate to any Officer or Agent any powers possessed by the Board of Directors and may prescribe their respective title, terms of office, authorities and duties.

Section 4.5 Removal. Any Officer, Employee or Agent of the Corporation may be removed with or without good cause by a vote of the majority of the Board of Directors.

Section 4.6. Vacancies. In case of any Vacancy in any Office, a successor to fill the unexpired portion of that vacancy of the term may be elected by the Board of Directors.

Section 4.7. Powers and Duties.

Section 4.7.1. President. The President or designee shall preside at all meetings of the Board of Directors. The President and Executive Director shall have general supervision

over the affairs of the Corporation, and shall keep the Board of Directors fully informed about the activities of the Corporation. Each shall have the power to sign and execute, in the name of the Corporation, all contracts authorized, either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The President shall perform all the duties associated with the office of the President, and shall perform such other duties as may be assigned by the Board of Directors from time to time.

Section 4.7.2. Vice President. The Vice President shall have such powers and duties as may be assigned by the Board of Directors. In the absence of the President, the Vice President(s), in the order designated by the Board of Directors, shall perform the duties of the President.

Section 4.7.3. Secretary. The Secretary, or his or her designee, shall keep the minutes of the Annual Meeting and all meetings of the Board of Directors in books provided for that purpose. He or she or the designee shall be responsible for the creating and serving of all notices of the Corporation, and shall perform all the duties customarily associated with the Office of Secretary, subject to the control of the Board of Directors, and shall perform such other duties as shall be assigned to him or her by the Board of Directors from time to time.

Section 4.7.4. Treasurer. The Treasurer shall keep, or direct to be kept, full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. At the Annual Meeting and whenever else required by the Board of Directors, he or she shall render a statement of the Corporation's accounts. He or she, in conjunction with the Executive Director, shall at reasonable times exhibit the Corporations' books and accounts to any Officer or Director of the Corporation, and shall perform all duties associated with the position of Treasurer, subject to the control of the Board of Directors, and shall when required, give such security for the faithful performance of his or her duties as the Board of Directors may determine.

Section 4.8. Compensation. Any Officer, Employee or Agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for special services or expenses rendered to the Corporation when authorized by a majority of the Board of Directors, and only when so authorized in compliance with the intent of Article III, Section 10.

## **ARTICLE V**

## COMMITTEES

Section 5.1. Designation. The Board may, by resolution adopted by a majority of the Board, establish and appoint committees. The President of the Board of Directors shall appoint the Chairperson of each committee. The President and committee Chairperson may appoint other members of each committee.

Section 5.2. Authority. Each committee so appointed shall consist of at least one Director and, to the extent provided in the resolution establishing it, shall have the appropriate Authority delegated by the Board except in the following matters:

1. The filling of vacancies on the Board or on any committee
2. The amendment or repeal of the By-Laws or the adoption of new By-Laws
3. The amendment or repeal of any resolution of the Board which, by its terms, shall not be so amenable or repealable
4. The fixing of Compensation for the Directors, for serving on the Board or any committee.

Section 5.3. Standing Committees. Standing Committees shall be appointed by the Board and shall have only the powers specifically delegated to them by the Board. Standing Committees of the Corporation are Finance, By-Laws, and Nominating.

Section 5.4. Special Committees. The Board, in conjunction with the Executive Director, may appoint Special Committees which shall have only the powers specifically delegated to them by the Board.

## ARTICLE VI

### GENERAL PROVISIONS

Section 6.1. Checks, Notes & Contracts. The Board of Directors or its designee, in conjunction with the Executive Director, is authorized to select the banks or depositories it deems proper for the funds of the Corporation and shall determine who shall be authorized in the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

Section 6.2. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

Section 6.3. Office. The Office of the Corporation shall be located at such place as the Board of Directors may determine from time to time.

Section 6.4. Books. There shall be kept at the Office of the Corporation correct Books of account of the activities and transactions of the Corporation including a minutes Book, which shall contain a copy of the Certificate of Incorporation, a copy of these By-Laws, and all minutes of meetings of the Board of Directors and its appointed committees.

Section 6.5. Fiscal Year. The Corporation will maintain its financial books and records on a fiscal year as determined by the Board of Directors.

Section 6.6. Indemnification. The Corporation shall, to the fullest extent now or hereafter permitted by, and in accordance with, the standards and procedures provided for by section 721 through 726 of the Not-for-Profit Corporation Law and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testator or intestate was a Director, Officer, Employee or Agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

## **ARTICLE VII**

### **CONFLICT OF INTEREST**

Section 7.1. Disclosure. Any possible conflict of interest on the part of any Director or Officer shall be Disclosed, in writing, to the Board each time a conflict arises, except for a continuing Disclosed conflict, whenever any contract or transaction involving a conflict becomes a matter of Board action.

Section 7.2. Voting. Any Director having a possible conflict of interest in any contract or transaction being considered at a meeting of the Board shall give prompt, full and frank disclosure of his or her interest to the Board prior to its acting on such contract or transaction. The Board shall thereupon determine by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on or participate (other than to present factual information or to respond to questions) in, the discussions or the deliberations with respect to such contract or transaction. Such person shall, at the discretion of the President, remain present for the discussion. Such person shall, however, be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. This section shall not be construed so as to prevent the interested Director from briefly stating his or her position regarding the contract or transaction, nor from

answering pertinent questions of the Directors, since his or her knowledge may be of great assistance. The minutes of the meeting shall record compliance with these requirements.

## **ARTICLE VIII**

### **AMENDMENTS**

Section 8.1. These By-Laws may be altered, amended or repealed by a majority vote of the Board at a duly convened meeting of the Board of Directors.