

**BY LAWS
OF
FATHERS HELPING FATHERS, INC.**



SPIEGEL & UTRERA, P.A.

LAWYERS
www.amerilawyer.com

123 WEST MADISON STREET, SUITE 806, CHICAGO, IL 60602 - TELEPHONE (312) 443-1500 - FACSIMILE (312) 443-8900

NOT FOR PROFIT BY-LAWS

ARTICLE I

OFFICES

The principal office of the Corporation shall be established and maintained as designated in the Articles of Incorporation. The Corporation may also have offices at such places within or without the State of Illinois as the Board of Directors may from time to time establish.

ARTICLE II

PURPOSES

1. The purposes for which the Corporation is formed are those set forth in its Articles of Incorporation, as from time to time amended. The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of its Directors or Officers except to the extent permitted under the Not-for-Profit Corporation Laws of the State of Illinois. The Corporation shall not participate in 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 any candidate for public office.

2. The Corporation may lease, and, by gift, devise, or purchase, own and operate real estate for the Corporate purposes; and the Corporation may also solicit donations and accept money or personal property in aid of its purposes and to maintain the same.

ARTICLE III

BASIC POLICIES

The following are basic policies of the Corporation:

1. The Corporation shall be noncommercial, and nonpartisan.

2. The name of the Corporation or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the purposes of the Corporation.

3. The Corporation may cooperate with other organizations and agencies concerned with child welfare but persons representing the Corporation in such matters shall make no commitments that bind the Corporation.

ARTICLE IV

MEMBERSHIP AND DUES

1. Any individual who subscribes to the purposes and basic policies of the Corporation may become a member of the Corporation subject only to compliance with the provisions of the Articles of Incorporation and the By-laws. Membership in the Corporation shall be available without regard to race, color, creed, or national origin.

2. The Corporation shall conduct an annual enrollment of members but persons may become members at any time.
3. Only members in good standing with the Corporation shall be eligible to participate in its business meetings, or to serve in any of its elective or appointive positions.
4. If the Board of Directors requires, each member of the Corporation shall pay annual dues to the Corporation in an amount determined by the Corporation's Board of Directors from time to time.

ARTICLE V

OFFICERS AND THEIR ELECTION

1. Officers.

1.1 The officers of the Corporation shall consist of a President, Vice-President(s), a Secretary, and a Treasurer.

1.2 Officers shall be elected annually by vote of the Directors of the Corporation on the first non-legal holiday, Monday of the anniversary month of the Incorporation of the Corporation. However, if there is but one nominee for any office, it shall be in order to move that the Secretary cast the elective ballot of the Corporation for the nominee.

1.3 Officers shall assume their official duties following the close of the Annual Meeting and shall serve for a term of one year and until the election and qualification of their successors.

1.4 A person shall not be eligible to serve more than two consecutive terms in the same office unless approved in advance by the Board of Directors.

2. Election.

2.1 There shall be a nominating committee composed of three members, one of whom shall be selected by the Board of Directors from its body, and two of whom shall be elected by the Corporation at a regular meeting at least one month prior to the election. The person receiving the highest number of votes cast by the Directors of the Corporation shall serve as Chairperson.

2.2 The nominating committee shall nominate one eligible person for each office to be filled and report its nominees at the regular meeting one month before the election at which time additional nominations may be made from the floor.

2.3 Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.

3. **Vacancy.** A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the executive committee, notice of such election having been given. In case a vacancy occurs in the office of President, the Vice-President shall serve notice of the election.

ARTICLE VI

DUTIES OF OFFICERS

1. The President shall preside at all meetings of the Corporation and of the Board of Directors at which the President may be present; shall perform such other duties as may be prescribed in these By-laws or assigned to the President by the Corporation or by the Board of Directors and shall coordinate the work of the officers and committees of the Corporation in order that the purpose of said duty may be promoted.
2. The Vice-President shall act as aide to the President and shall perform the duties of the President in the absence or disability of that officer to act.
3. The Secretary shall record the minutes of all meetings of the Corporation and of the Board of Directors and shall perform such other duties as may be delegated to him.
4. The Treasurer shall have custody of all of the funds of the Corporation; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements in accordance with the approved budget, as authorized by the Corporation, Board of Directors, or a special committee. The Treasurer shall present a financial statement at every meeting of the Corporation and at other times when requested by the Board of Directors and shall make a full report at the annual meeting. The Treasurer shall be responsible for the maintenance of such books of account and records as to conform to the requirements of the By-laws. The Treasurer's accounts shall be examined annually by an auditor or an auditing committee of not less than three members, who, satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. The auditing committee shall be appointed by the Board of Directors at least two weeks before the annual meeting.
5. All Officers shall:
 - 5.1 Perform the duties prescribed in the parliamentary authority in addition to those outlined in these By-laws and those assigned from time to time.
 - 5.2 Deliver to their successors all official material not later than ten days following the election of their successors.

ARTICLE VII

BOARD OF DIRECTORS

1. The business of the corporation shall be managed and its corporate powers exercised by a Board of at least three directors. The Board of Directors may include the Officers of the Corporation and the Chairperson of the Standing Committees, or representatives appointed by the members of the Corporation. Each director shall be at least eighteen years of age. The Chairperson(s) of the Standing Committees shall be selected by the officers of the Corporation. The members of the Board of Directors shall serve until the election and qualification of their successors.
2. The election of the Board of Directors shall be as follows:
 - 2.1 **Election and Term of Directors.** Directors shall be elected at the annual meeting of the members and each Director elected shall hold office until the Director's successor has been elected and qualified, or until the Director's prior resignation or removal.

2.2 Vacancies. If the office of any Director becomes vacant the remaining Directors in office, by a majority vote, may appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term and until a successor shall be duly chosen.

2.3 Removal Directors. Any or all of the Directors may be removed with or without cause by vote of a majority of all the members at a special meeting of members called for that purpose.

2.4 Newly Created Directorships. The number of Directors may be increased by amendment of these By-laws by the affirmative vote of a majority of the Directors, though less than a quorum, or by the affirmative vote of a majority of the members, at the annual meeting or at a special meeting called for that purpose; and, by like vote, the additional Directors may be chosen at such meeting to hold office until the next annual election and until their successors are elected and qualified.

2.5 Resignation. A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such Officer, and the acceptance of the resignation shall not be necessary to make it effective.

2.6 Quorum of Directors. A majority of the Directors shall constitute a quorum for the transaction of business. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting until a quorum is obtained and no further notice thereof need be given other than by announcement at the meeting which shall be so adjourned.

2.7 Place and Time of Board Meetings. The Board may hold its meetings at the office of the Corporation or at such other places either within or without the State of Illinois as it may from time to time determine.

2.8 Regular Annual Meeting. A regular meeting of the Board shall be held immediately following the annual meeting of the members at the place of such annual meeting of the Stockholders.

2.9 Notice of Meetings of the Board. Regular meetings of the Board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the Board shall be held upon notice to the Directors and may be called by the President upon three days notice to each Director either personally, by mail, by wire, or facsimile. Special meetings shall be called by the President, or by the Secretary, in a like manner on written request by two Directors. Notice of a meeting need not be given to any Director who submits a Waiver of Notice, whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement the lack of notice to said Director.

2.10 Executive and Other Committees. The Board, by resolution, may designate two or more of their number to one or more committees, which, to the extent provided in said resolution or these By-laws, may exercise the powers of the Board in the management of the business.

4. Each member shall be entitled to one vote at each meeting of the members and upon each proposal, matter or motion.

5. All proposals, matters or motion presented at a meeting of members shall be decided by a majority vote of the members present at said meeting.

ARTICLE IX

STANDING AND SPECIAL COMMITTEES

1. The Board of Directors may create such standing committees as it may deem necessary to promote the purposes and carry on the work of the Corporation. The term of each Chairperson shall be one year and until the election and qualification of his successor.

2. The Chairperson of each standing committee shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.

3. The power to form special committees and appoint their members rests with the Corporation.

4. The President shall be a member ex officio of all committees except the nominating committee.

ARTICLE X

SEAL

The Seal of the Corporation shall be as more particularly shown in the following impression:

ARTICLE XI

AMENDMENTS

These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote at any regular or special meeting of the Board of Directors of the Corporation.



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