

NNA Association Bylaws-March 2020

Article I: Name

This charitable organization shall be known as Northcenter Neighborhood Association, NFP and shall be referred to hereinafter as “NNA” or the “corporation”.

Article II: Purposes and Powers

Section II.1. Powers

NNA shall have the powers that are stated in its Articles of Incorporation. NNA shall also have the powers that are now or may be granted hereafter by the General Not For Profit Corporation Act of the State of Illinois, or any successor legislation (the “Act”). These powers may be exercised only in furtherance of the purposes of NNA as stated in the Articles of Incorporation and consistent with its status as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, both as now in effect or as may hereafter be amended (the “Code”).

Section II.2. Purposes.

NNA is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Code and Section 103.05 of the Act both as now in effect or as may hereafter be amended, including, without limitation, (a) building and supporting Northcenter (as defined in Article III) by fostering relationships between neighbors, working for social justice, and promoting responsible development, and (b) performing all other acts incidental to or necessary for the accomplishment of such purposes and that are not inconsistent with or in conflict with the Code or the Act, including, but not limited to, the making of contributions to other nonprofit organizations for purposes consistent with the purposes of the NNA.

The primary purpose of the corporation is to bring the neighbors of Northcenter together to achieve and preserve an excellent community for living, working and playing. In furtherance of this purpose, the Board of Directors will periodically, but at least once per year, adopt and/or revise a set of strategic goals to focus NNA's efforts. These strategic goals shall be publicized to the membership, and shall guide the energy and efforts of the organization until such time as they are revised by the Board of Directors.

Article III: Area of Operation

The area of operation shall be the Northcenter neighborhood of the City of Chicago (“Northcenter”), bounded as follows: Addison Street on the south, Montrose on the north, Ravenswood Avenue on the east, and the Chicago River on the west.

Article IV: Non-Discrimination

NNA shall not directly or indirectly discriminate against any person or organization for reason of race, creed, color, sex, age, religion, disability, national origin, ancestry, marital status, sexual orientation, parental status, military discharge status, or sources of income.

Article V: Offices

Section V.1. Principal Office

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

Section V.2. Registered Office

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

Article VI: Membership

Section VI.1. Classes of Members

The corporation shall have two classes of members; resident and business

Section VI.2. Rights and privileges

The rights and privileges of the resident membership include: (a) voting on each matter submitted to a vote of the members by the Board of Directors, (b) serving on committees of the membership established by the Board of Directors, (c) assisting in the development of, and participating in, programs and activities to be conducted and supported by NNA in furtherance of its purpose and the strategic goals established from time to time.

The rights and privileges of the business membership include: (a) voting on each matter submitted to a vote of the members by the Board of Directors, (b) serving on committees of the membership established by the Board of Directors, (c) assisting in the development of, and participating in, programs and activities to be conducted and supported by NNA in furtherance of its purpose and the strategic goals established from time to time.

Section VI.3. Member Qualifications

Resident members of NNA shall be persons 18 years of age and older who reside in Northcenter (within the boundaries designated in Article III) and who have paid their annual dues.

Business members must have a business located in Northcenter: Addison Street on the south, Montrose on the north, Ravenswood Avenue on the east, and the Chicago River on the west.

Section VI.4. Dues and Benefits

Dues and benefits of membership shall be determined annually by the Board of Directors. Membership in NNA shall lapse each calendar year unless dues are paid for the succeeding year.

Section VI.5. Annual Meeting

The annual meeting of the membership shall be held on the third Monday of May of each calendar year; provided, however, that the Board of Directors may by majority vote at any meeting of the Board of Directors change the date of the annual meeting for a particular calendar year to a date after the third Monday of May in such calendar year. The Board of Directors will provide notice of the annual meeting to members in good standing by one of the methods described in Section VI.14 below. Meetings are open to all and participation in these meetings is strongly encouraged. A member will be eligible to vote at the annual meeting only if the member has paid his or her annual dues in full at least sixty (60) days prior to

the date of the annual meeting.

Section VI.6. Special Meetings

Special meetings of the membership may be called at the request of the President or upon action of the Board of Directors, or upon the request of not less than 20% of the members in good standing of NNA who have signed a petition stating the purpose, time and place of the special meeting.

Section VI.7. Quorum

The members in good standing present at any meeting of the membership of NNA shall constitute a quorum for the transaction of business at any meeting of the membership.

Section VI.8. Proxies

There shall be no proxies. At any meeting of the membership, a member entitled to vote will vote in person.

Section VI.9. Manner of Acting

The act of a simple majority of the members present at a meeting which has been legally convened shall be the act of the membership of NNA, unless the act of a greater number is required by law or these Bylaws. Business shall be conducted in a manner that is consistent with parliamentary procedures.

Section VI.10. Removal

Any member may be removed at a regular or special meeting of the Board of Directors by a two-thirds vote of the Board, when in its judgment such member has ceased to meet the qualifications for membership or when in the judgment of the Board the interests of NNA will be served thereby.

Section VI.11. Resignation

Any member may resign from the membership at any time by giving notice to the Secretary or President of NNA.

Section VI.12. Inurement

No part of the net earnings of NNA shall inure to the benefit of, or be distributable to the members of NNA.

Section VI.13. Compensation

No member shall receive any remuneration for services as a member in NNA.

Section VI.14. Notice

A notice of each meeting shall be furnished to each member entitled to vote at such meeting at least ten (10) days before such meeting. Unless otherwise provided by law, for purposes hereof, "delivery" of notice shall mean and include (i) direct telephonic contact with the applicable member; (ii) receipted hand delivery to the member or the member's family members or employer; (iii) notice deposited in the United States mail, postage prepaid, and addressed to the member at the address last furnished to NNA by the member in writing or, if none, at the address for the member maintained by the Secretary of NNA; (iv) post on NNA's social media channels; or (v) electronic mail transmission of the notice to the member at the electronic mailing address last provided in a written notice by the member to NNA. The business to be transacted at, or the purpose of, any special meeting of the membership shall be specified in the notice.

Section VI.15. Transfer of Membership

Membership in NNA is not transferable or assignable.

Article VII: Board of Directors

Section VII.1. General Powers

The property and affairs of NNA shall be managed by its Board of Directors. The Board may delegate any of its powers to such committees, councils or other groups as it shall create, while ensuring that such entities are held fully accountable to the Board of Directors.

Section VII.2. Duties

The duties of the Board of Directors are to: (a) facilitate the implementation of the purposes and strategic goals of NNA; (b) develop programs and activities that promote the purposes and strategic goals of NNA; (c) evaluate all programs and activities to be conducted by NNA; (d) approve an annual budget; (e) monitor finances; (f) authorize all legal documents; (g) present an annual report to the membership at the annual meeting; (h) take measures necessary to assure NNA's compliance with the law and these Bylaws; and (i) fulfill any other function that furthers the purposes and strategic goals of NNA.

Section VII.3. Number, Tenure, Qualifications

The number of Directors of the Board, including Officers, shall be at least 6, but no more than 12, with one of the Director seats filled by a Northcenter business owner. The business owner may not hold an Officer position on the Board. Each Director shall serve a term of three years following election to the Board, or, if sooner, until the Director becomes disqualified to hold office. Each Director shall hold office for the term elected and until his or her successor shall have been elected and qualified. Directors must be members of NNA in good standing at the time of election and throughout the term served. Directors must reside in Northcenter. No person running for or holding political or judicial office shall serve as a Director of the Board.

Section VII.4. Elections

A Nominating Committee shall be appointed by the President and approved by the Directors and shall be a standing committee of the Board of Directors, which shall determine the terms of service for committee members. The Nominating Committee shall be responsible for conducting the elections of all Directors to the NNA Board and notifying candidates of the results. One-third of the entire Board of Directors shall be elected each year by the membership at the annual meeting. Directors shall take office at the Board meeting following the annual meeting.

The Nominating Committee shall be constituted of at least two Directors and at least one member in good standing who is not a Director. The Chairperson of the Nominating Committee shall be appointed by the President and shall be a current or former member of the NNA Board of Directors.

Any member or Director may nominate a member in good standing of NNA for the Board of Directors at any time during the year and until sixty days in advance of the annual meeting. The Nominating Committee shall then have until twenty-one days prior to the annual meeting to meet and discuss the merits and qualifications of each nominee. It shall be the responsibility of the Nominating Committee to ensure that each nominee meets all qualifications for the Board of Directors and for any specific office. The Nominating Committee shall have the authority to nominate any additional qualified members of NNA for the Board of Directors or for a specific office.

Once a slate of candidates is completed, the Nominating Committee shall publish the slate on the NNA

website or in a special written notice to all members in good standing of NNA. No nominations will be accepted from the floor at the annual meeting.

Section VII.5. Regular Meetings

Regular meetings of the Board of Directors shall be held at least six times per calendar year, at such place, times and upon such notice as the Board of Directors may determine within its discretion.

Section VII.6. Executive Session

Executive session may be called by a simple majority vote of the Directors at a legally convened meeting. Executive session will be closed to all except the Board of Directors, unless the Board of Directors chooses to invite additional individuals for the purpose of clarifying any issues before the Board of Directors. Executive session may be called in the case of sensitive matters, matters of either pending or possible litigation, or other such matters that could have a detrimental impact upon NNA if discussed in an open meeting.

Section VII.7. Special Meetings

Special meetings of the Board of Directors may be called at the request of the President or upon the request of at least three Directors of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may designate any appropriate place for holding any special meeting of the Board of Directors.

Section VII.8. Quorum

One-half of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A Director may attend any meeting of the Board of Directors through use of a conference telephone or other communications equipment so long as all persons participating in the meeting can communicate with one another. Business may be transacted at a meeting with less than a quorum upon unanimous vote of those Directors in attendance entitled to vote as provided in the section on Informal Action By Directors, subject to later ratification by the Board of Directors.

Section VII.9. Proxies

There shall be no proxies. At any meeting of the Board of Directors, a Director will vote in person.

Section VII.10. Manner of Acting

The act of a simple majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section VII.11. Orientation

The retiring and remaining Directors of the Board are responsible for orienting newly elected Directors as soon as possible following elections. Retiring Directors shall turn over to the Secretary of NNA all appropriate documents and records pertaining to the corporation and its business. Each new Board member shall receive the following: current budget, Board contact sheet, list of events, Board responsibilities, and description of each committee.

Section VII.12. Removal

A Director may be removed without cause from the Board of Directors after three or more, whole or partial absences from regular meetings of the Board of Directors during any twelve month period. Any Director may also be removed at a regular meeting of the Board of Directors by a two-thirds vote when in

its judgment the best interests of NNA shall be served thereby. Any Director proposed to be removed shall be entitled to written notice of such proposal, delivered to the address in the records of NNA, at least ten days prior to such meeting at which removal is to be voted upon, and shall be entitled to appear before and be heard at such meeting. If the Director is to be removed at a special meeting, written notice of the proposed removal shall be delivered to all Directors at least twenty days prior to such meeting, unless such notice is waived by each Director. Delivery of such notice shall be by one of the methods specified in Section VI.14 of these Bylaws. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section VII.13. Resignation

Any Director may resign from the Board of Directors at any time by giving written notice to the President or Secretary. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to become effective.

Section VII.14. Vacancies

Any vacancy occurring in the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a simple majority of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the Director he or she succeeds.

Section VII.15. Inurement

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any Director.

Section VII.16. Compensation

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

Section VII.17. Conflicts of Interest

(i) A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence policies or actions of NNA which involve or could ultimately harm or benefit financially: (a) the individual; (b) any member of such individual's immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals); or (c) any organization in which such individual or an immediate family member is a director, trustee, officer, member, partner or more than 10% shareholder. Service on the board of another not-for-profit corporation does not constitute a conflict of interest.

(ii) A Director or Officer of NNA shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his or her duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the Director or Officer learns of the conflict; and (d) on the annual conflict of interest disclosure form. The Secretary of NNA shall distribute annually to all Directors and Officers, a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with NNA and whether the process for approval set forth in Section VII.17(iii) was used.

(iii) A Director or Officer who has or learns about a potential conflict of interest should disclose promptly to the Secretary of NNA the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract or transaction with NNA. All effort should be made to disclose any such contract or transaction and have it approved by the Board of Directors before the arrangement is entered into.

(iv) Following receipt of information concerning a

contract or transaction involving a potential conflict of interest, the Board of Directors shall consider the material facts concerning the proposed contract or transaction including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board of Directors shall approve only those contracts or transactions in which the terms are fair and reasonable to NNA and the arrangements are consistent with the best interests of NNA. Fairness includes, but is not limited to, the concepts that NNA should pay no more than fair market value for any goods or services which NNA receives and that NNA should receive fair market value consideration for any goods or services that it furnishes others. The Board of Directors shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to NNA. (v) No contract or other transaction between NNA and one or more of its Directors or Officers, or between NNA and any other corporation, firm, association or other entity in which one or more of its directors or officers are also Directors or Officers of NNA, or have a substantial financial interest in NNA, shall be either void or voidable for this reason alone or by reason alone that such Director or Directors or Officer or Officers are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that his, her or their votes are counted for such purpose, if the material facts as to such Director's or Officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Board of Directors or committee, and the Board of Directors or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director or Officers. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes such contract or transaction, although such interested Officer's or Director's vote will not be counted in determining whether such contract or transaction is authorized by the Board of Directors or committee. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested Director or Officer should not be present at the meeting. (vi) An employee of NNA with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his or her supervisor. The employee shall thereafter refrain from participating in deliberations and discussion, as well as any decisions, relating to the matter and follow the direction of the supervisor as to how NNA's decisions which are the subject of the conflict will be determined. The President shall be responsible for determining the proper way for NNA to handle corporation decisions which involve unresolved employee conflicts of interest. In making such determinations, the President may consult with legal counsel. (vii) The President shall report to the Board of Directors at least annually concerning employee conflicts of interest which have been disclosed and contracts and transactions involving employee conflicts which the President has approved.

Section VII.18. Informal Action by Directors

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

Section VII.19. Notice

Notice of any special meeting of the Board of Directors shall be given at least five days in advance of the meeting, unless otherwise specified by law or these Bylaws, by written notice to each Director at the

address in the records of NNA, or by direct verbal communication to the Director. Delivery of such notice shall be by one of the means specified in Section VI.14 of these Bylaws. The business to be transacted at, or the purpose of, any special meeting of the Board shall be specified in the notice of such meeting.

Article VIII: Officers

Section VIII.1. Officers

The Officers of NNA shall be the President, Vice President, Treasurer, Secretary, and such other offices which may be created by the Board of Directors. No two offices may be held by the same person. No individual shall either be nominated or elected President, Vice President, Treasurer, or Secretary of the Board of Directors unless such individual shall have previously served as an elected Director for at least twelve months. No business member shall be eligible to hold an officer position.

Section VIII.2. Elections and Term of Office

Officers shall be elected by the membership at the annual meeting of the membership. Officers elected shall hold office for a term of two years and until their successors are duly elected and qualified. The initial Officers of the corporation shall be elected by the Board of Directors.

Section VIII.3. Removal

Any Officer may be removed by a vote of two-thirds of the Directors whenever in their judgment the best interests of NNA would be served thereby. Any Officer proposed to be removed shall be entitled to written notice of such proposal, delivered to the address in the records of NNA, at least ten days prior to the meeting at which such removal is to be voted upon, and shall be entitled to appear before and be heard at such meeting. If mailed, such notice shall be deemed to be delivered when deposited with the United States Postal Service with postage thereon prepaid. If the Officer is to be removed at a special meeting, written notice of the proposed removal shall be delivered to all Directors at least twenty days prior to such meeting, unless such notice is waived by each Director. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section VIII.4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled for the unexpired portion of the term by a simple majority vote of the Board of Directors. Vacancies may be filled and new offices may be created and filled at any meeting of the Board of Directors, except while in executive session.

Section VIII.5. President

The President shall preside at all meetings of the membership and the Board of Directors. Subject to the direction and mandate of the Board of Directors, the President shall be in charge of the property and affairs of NNA; shall see to it that the resolutions and directives of the Board and membership are carried into effect except in those instances in which that general responsibility is assigned to some other person by the Board of Directors; shall appoint all chairpersons of committees, subject to Board of Directors approval; shall serve as an ex officio member of all committees; and, in general, shall discharge all duties as may be prescribed by the Board of Directors.

The President or such person designated by the President shall make a report to the membership at the annual meeting. Except in those instances in which the authority to execute is expressly delegated to another Officer or agent of NNA, or a different mode of execution is expressly prescribed by the Board of Directors or these Bylaws, the President may execute for NNA any contracts, deeds, mortgages, bonds,

or other instruments which the Board of Directors has authorized to be executed; the President may accomplish such execution either individually or with any other Officer authorized by the Board of Directors, according to the requirements of the form or instrument.

Section VIII.6. Vice President

In the absence of the President or in the event of the President's inability to act, the Vice President shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section VIII.7. Treasurer

The Treasurer shall be the principal financial Officer of NNA and shall oversee all financial transactions. The Treasurer shall: (a) see to it that adequate financial books and records are instituted and maintained for NNA; (b) be responsible for custody of all funds and securities of NNA; (c) ensure that all payments due by NNA are paid; (d) ensure that all monies due and payable to NNA are received, that receipts are given, and that these monies are deposited in the name of NNA in such banks or other depositories as shall be selected by the Board of Directors; (e) be responsible for submission of an annual budget and a year-end statement to the Board of Directors; (f) furnish an accounting on all financial matters to the Board of Directors at each of its regular meetings; and (g) present a financial statement to the members at their annual meeting.

The Treasurer shall also perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section VIII.8. Secretary

The Secretary shall: (a) keep minutes of all meetings of the membership and of the Board of Directors; (b) see to it that all notices are duly given as required by law and in accordance with the provisions of these Bylaws; (c) oversee the corporation's records; keep a register of the names and addresses, phone and facsimile numbers of each Director and member; (d) verify the roster of paid members; (e) officially count all contested votes; and, (f) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or Board of Directors.

Article IX: Committees and Councils

Section IX.1. Standing Committees

The Board of Directors may designate and establish standing committees that in the management of NNA shall have, and exercise the authority of, the Board of Directors. The President shall appoint Chairpersons of each committee, who shall typically be Directors. The committee chairperson shall recruit additional members of the committee who need not be Directors. Such persons shall have demonstrated an interest in and knowledge of the subject of that committee's work. All committee appointments are subject to approval by the Board of Directors, which shall also determine the terms of service for all committee members.

Section IX.2. Executive Committee

The Officers of NNA will constitute the Executive Committee, which shall be convened by the President as needed to discuss matters or make decisions between meetings of the Board of Directors. All decisions of the Executive Committee must be noted at the next meeting of the Board of Directors and noted in the minutes of the Board.

Section IX.3. Committees of the Members

If the membership creates a committee, it shall be chaired by a Director of the Board who will report on the committee to the Board of Directors at the regular Board meetings. All members of any committee must be members in good standing of NNA.

Section IX.4. Other Committees and Councils

The Directors may from time to time create other committees and councils at a regular or special meeting of the Board of Directors. The direction and guidelines of such groups shall be provided by the Board of Directors. The chairpersons of such groups shall be appointed by the President, subject to approval by the Board of Directors.

Section IX.5. Removal

Any chairperson of a committee may be removed by a two-thirds vote of the Board of Directors whenever in its judgment the interests of NNA would be served thereby.

Section IX.6. Quorum

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

Section IX.7. Rules

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

Section IX.8. Vacancies

Vacancies in the membership of any committee or council may be filled in the same manner as provided in the case of the original appointments.

Section IX.9. Prohibitions

No committee shall have the authority to: (a) amend or repeal the Bylaws; (b) amend or repeal the Articles of Incorporation; (c) elect, appoint or remove any Director, Officer or committee member of NNA; (d) adopt a plan of merger or consolidation; (e) authorize the sale, lease, exchange or mortgage of all or substantially all of the property of the corporation; (f) authorize dissolution; (g) adopt plans for distribution of the assets; or (h) amend, alter or repeal any resolution of the Board of Directors.

Article X-Business Administration

Section X.1. Contracts

The Board of Directors may authorize any Officer or Officers, employee or employees, agent or agents of NNA, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute any contract or execute and deliver any instrument in the name of and on behalf of NNA, and such authority may be general or confined to specific instances.

Section X.2. Payments

All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of NNA in excess of a threshold determined by the Board of Directors from time to time shall be signed by two Directors of the Board, one of whom must be the Treasurer or other Officer.

Section X.3. Deposits

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

Section X.4. Funds

The Board of Directors, President, or their designees may accept on behalf of NNA any contribution, gift, bequest or devise for the general purpose or for any special purpose of NNA.

Section X.5. Special Powers

In order to acquire funds for the purposes of NNA, the Directors shall have the power to: (1) hold or sponsor fundraising events; (2) borrow funds and give evidence of indebtedness; (3) prepare and submit proposals and receive grants; and (4) hire consultants to advise the Board of Directors on matters relating to the NNA's organization, administration, and programs.

Article XI: Books and Records

NNA shall keep: (1) correct and complete books and records of accounts; (2) minutes of the proceedings of membership, Board, and committee meetings; and (3) at its registered or principal office, a record of the names, phone and facsimile numbers of its members and Directors. All books and records of NNA, except confidential legal records, may be inspected by any Director, Director's agent or attorney, authorized members, or public officials, for any proper purpose and at any reasonable time.

Article XII: Fiscal Year

The fiscal year of NNA shall begin on the first day of January and end on the last day of December in each year.

Article XIII: Indemnification

Section XIII.1. Indemnification In Actions

NNA shall have the right but not the obligation to indemnify any present or former Director, Officer, employee, or agent of NNA, and may indemnify any other person who was or is a party, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative for such reasonable expenses (including attorneys' fees) and for such judgments, fines and amounts paid in settlement as the Board of Directors may determine.

Section XIII.2. Determination Of Conduct

Any indemnification under Section XIII.1 of this Article (unless ordered by a court) shall be made by NNA only as authorized in the specific case, upon a determination that indemnification of the Director, Officer, employee, or agent is proper in the circumstances because such member, Director, Officer, employee, or agent has met an applicable standard of conduct determined by the Board of Directors. Such determination shall be made, (a) by a simple majority vote of a quorum consisting of those Directors of the Board who were not a party to such action, suit or proceeding; or, (b) in the event such a quorum is not obtainable, or, even if obtainable, if a simple majority of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section XIII.3. Payment Of Expenses In Advance

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

Officer, employee or agent is entitled to be indemnified by NNA as authorized in this Article.

Section XIII.4. Indemnification Not Exclusive

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

Section XIII.5. Insurance

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

Article XIV: Agents and Representatives

The Board of Directors may appoint such agents and representatives of NNA with such powers and to perform such acts or duties on behalf of NNA as the Board of Directors may authorize, so far as is consistent with these Bylaws, to the extent permitted by law.

Article XV: Waiver of Notice

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

Article XVI: Legislative or Political Activities

NNA shall not attempt to influence legislation or participate to any extent in the political campaign for or against any candidate for public office.

Article XVII: Amendments

A Bylaws Committee shall be appointed by the President of the Board to study and present any proposals for amendments to the Bylaws. The Bylaws of NNA may be amended or repealed and new Bylaws may be adopted by a two-thirds vote of the Board of Directors at any regular meeting, and brought before the NNA membership for a simple majority vote of those present for ratification. At least ten days written notice of any amendments shall be given prior to any such meeting. A summary of the proposed amendment(s) or the proposed amendment(s) themselves shall be included with the notice.

Article XVIII: Compliance

Should any policy or practice of NNA or its Board of Directors fail to comply with the law or these Bylaws, it is the right and responsibility of the Board of Directors to take measures necessary to effect such compliance and to do so as expeditiously as is possible.

Date Adopted: January 25, 2010