

BYLAWS

Edgar County Homeless Organization, Inc.

ARTICLE I

This name of this organization shall be the Edgar County Homeless Organization, Inc., hereinafter referred to as "ECHO"

ARTICLE II

PURPOSE/MISSION

Section 1 ECHO is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501 (C) of the United States Internal Revenue Code.

Section 2 The mission of ECHO shall be to provide temporary shelter to homeless persons in Edgar County who do not have the resources or support systems to obtain food and shelter on their own. ECHO shall provide education, training, and coordinated service options in an effort to help homeless persons develop skills, support systems, and the financial resources needed to reach their optimal level of independence. ECHO shall provide services regardless of age, race, creed, sex, or color. ECHO shall receive, use, hold and apply for funds, gifts, bequests and endowments to carry out this mission.

ARTICLE III

BOARD OF DIRECTORS

Section 1 The affairs of the organization shall be managed by its Board of Directors.

Section 2 The Board of Directors shall be composed of nine (9) representative citizens of Edgar County.

Section 3 Three members of the board shall be elected at each annual meeting for terms of three years commencing on the date of their elections. Members shall be limited to serving not more than three consecutive three-year terms or nine (9) consecutive years.

Section 4 The President of the Board shall appoint a Nominating Committee consisting of three members of the Board at least thirty (30) days prior to the

annual election for the purpose of making nominations for the new Directors. This Committee shall report its nominations at the annual meeting. Any member can make a nomination at the annual meeting.

Section 5 The Board of Directors shall meet at least bimonthly at such time and place as it designates. Each Board member is expected to attend at least three Board meetings per year. Failure to do so shall require the member's resignation.

Section 6 Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, within the County of Edgar, as the place for holding any special meeting of the Board called by them.

Section 7 Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail or email to each Director at his or her address as shown by the records of the organization. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of any Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting unless specifically required by law.

Section 8 Those present at a called meeting of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Minutes of all meetings shall be taken and kept as a record of proceedings.

Section 9 The act of the majority of the Directors present at the meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws.

Section 10 Any vacancy occurring in the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. Any Directors elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

ARTICLE IV

ANNUAL MEETING

The Annual Meeting of this organization shall be held during the third Tuesday of October of each year, at such other time and at such place as may be determined by the Board of Directors. Notice stating the place, day, and hour of the Annual Meeting, and the purpose for which it is called, shall be given by a notice inserted in an issue of the local Paris paper at least then (10) days prior to the meeting.

ARTICLE V

POWERS OF DIRECTORS

The Board of Directors shall have the following powers:

Section 1 To purchase or otherwise acquire property, rights or privileges for ECHO, which ECHO has power to take, at such prices and on such terms as the Board of Directors may deem proper, and to sell or dispose of these properties, rights or privileges at such prices and on such terms as the Board of Directors may deem proper.

Section 2 To pay for such property, rights or privileges in whole or in part with money, bonds, debentures or other securities of ECHO, or by the delivery of other property of ECHO.

Section 3 To borrow money and to create, make and issue mortgages, bonds, deeds of trust, trust agreements and negotiable or transferable instruments and securities, secured by mortgages or otherwise, and to do every act and thing necessary to effectuate the same.

Section 4 To appoint agents, clerks, assistants, employees and trustees, and to dismiss them at its discretion, to fix their duties and to change them from time to time and to acquire security as it may deem proper.

Section 5 To determine by whom and what manner ECHO's bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, or other documents shall be signed.

Section 6 To be responsible for selecting, discharging or suspending a Chief Executive Officer, if deemed necessary.

Section 7 The Edgar County Homeless Organization (ECHO) seeks to provide an environment that is safe and drug and alcohol-free for the residents. Awareness and understanding of the attached Drug/Alcohol Policy is important for every resident of the Edgar County Homeless Shelter (ECHO) to ensure that each resident, visitor and staff person is safe from the consequences of inappropriate or dangerous use of substances. The Drug/Alcohol Policy is in effect for existing and future residents of the Edgar County Homeless Shelter (ECHO). The Board of the Edgar County Homeless Shelter (ECHO) supports the use of the attached policy for the residents of the Edgar County Homeless Shelter (ECHO).

Edgar County Homeless Shelter (ECHO) explicitly prohibits the use or possession of prohibited substances on, or by any resident of, visitor to, or staff person at the shelter. Furthermore, any person under the influence of or who has in their body any prohibited substances is barred from the premises. Any resident found to have been under the influence of prohibited substances, whether on the premises or otherwise, shall cease to be an approved residence.

"Prohibited substances" include:

- Alcohol
- Illegal Drugs
- Legal medications except by the individual for whom they were originally prescribed.

The Edgar County Homeless Shelter (ECHO) has the authority to conduct Drug/Alcohol testing for the following circumstances:

- Unannounced Drug/Alcohol Testing: Residents and/or staff may be required to complete a drug test at any time at the direction of the Board or Staff of ECHO.
- Admission Testing: The Edgar County Homeless Shelter (ECHO) must certify that the residents are negative for certain drugs and alcohol prior to being admitted to the shelter; therefore Drug/Alcohol screening will be conducted prior to admission.
- Post-Accident Drug/Alcohol Testing: Any resident and/or staff involved in an on-the-premise accident or injury shall be subject to testing.

Any person who fails such a test shall immediately leave the premises and is disqualified from residing at the shelter. Law Enforcement will be directed to remove such person as a trespasser if they again appear at the premises.

All costs associated with the drug/alcohol testing shall be the expense of the affected resident unless other arrangements are made. ECHO may seek collection through legal means and may recover its costs and legal fees in so doing.

Any test results shall be available to medical and law enforcement officials, and the resident and/or staff tested.

Each resident will, as a condition of residence, waive any rights with respect to the above testing regimen.

ARTICLE VI

OFFICERS

Section 1 The officers of the Board of Directors shall be a President, Vice-President, Secretary and a Treasurer, who shall perform the duties that usually pertain to their respective offices. All officers must be members of the Board.

Section 2 Duties of the officers shall be:

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| a. President | <ul style="list-style-type: none">-to open and preside at meetings-state and put to vote all questions regularly moved-conduct meetings with order and decorum-authenticate, by signature when necessary, all the acts, orders, and proceedings of the Center.-appoint committees-vote to break ties-cosigns checks with treasurer |
| b. Vice President | <ul style="list-style-type: none">-all duties in the absence of the President, Secretary or Treasurer |
| c. Secretary | <ul style="list-style-type: none">-custodian of records-records minutes of proceedings-keeps a register of members-sends meeting notices |
| d. Treasurer | <ul style="list-style-type: none">-gives monthly financial report-arrange for financial audits-signs checks-pays all bills and other financial obligations |

Section 3 The officers of the Board will be elected for a one year term. Officers are to be elected by the Board of Directors at the first meeting of the Board after the annual meeting. Each officer shall serve until his or her successor is elected.

Section 4 No officer may serve more than five consecutive terms.

Section 5 In the event of a vacancy of an office, the President shall appoint a director to fill the unexpired term.

Section 6 The outgoing president will be designated as President Emeritus and shall remain on the Board for a period of one (1) year for the purpose of supporting the new officers with the experience of the previous term. President Emeritus shall be a non-voting member of the Board of Directors.

ARTICLE VII

COMMITTEES

Section 1 The President of the Board shall appoint all committees. Permanent committees shall be Finance and Fund Development, Buildings and Grounds, Program, and Executive. Special committees may be appointed as needed by the President. The annual budget shall be prepared by a joint committee composed of the Building and Grounds, Finance and Fund Development, and ECHO's Chief Executive Officer or volunteer representative.

Section 2 In the event of a vacancy of the position of Chief Executive Officer a Search Committee will be appointed to include the Officers and two additional Board members who shall develop a plan for advertising, screening and selecting candidates.

Section 3 All Board Members will be assigned to one or more committees. Board members will serve no more than three consecutive years on any one committee. Each committee will meet as necessary.

ARTICLE VIII

CHIEF EXECUTIVE OFFICER

Section 1 The Chief Executive Officer shall have at least a High School Diploma or GED, plus skills to include specialized training in human services and management. The person should have at least 3 years experience in related work.

Section 2 The Chief Executive Officer shall serve as the administrative officer.

Section 3 The Chief Executive Officer shall have authority and responsibility for the management of all authorized programs in accordance with policies established by the Board of Directors.

Section 4 The Chief Executive Officer shall submit reports, on a regular basis, to the Board of Directors.

Section 5 The Chief Executive Officer shall be responsible for selecting, recruiting, dismissing or suspending all employees and volunteers, if needed.

ARTICLE IX

FISCAL YEAR

The fiscal year for this organization shall commence on the first day of July and end on the thirtieth day of June each year.

ARTICLE X

AMENDMENTS

These Bylaws may be amended at any meeting of the Board of Directors by two-thirds majority of the members of the Board of Directors, providing notice of the proposed Amendment has been given at the preceding Board meeting or has been sent to all members of the Board at least ten (10) days before the meeting is called.

ARTICLE XI

These Bylaws will become effective when approved by at least two-thirds of the members of the Board of Directors at a regularly scheduled meeting.

ARTICLE XII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Pursuant to section 108.70 of the General Not For Profit Corporation Act of 1986 (hereinafter "The Act")(IL Rev. Stat.,1987, Ch. 32 Par. 101.1 et seq) no director or officer serving without compensation other than reimbursement of actual expense, of a not-for-profit corporation, such as ECHO, shall be liable, and no cause of action may be brought for damages resulting from the exercise of

judgment or discretion in connection with the duties or responsibilities of such director or officer unless the act or omission involved willful or wanton conducts. Willful or wanton conduct mean a course of action which shows an actual or deliberate intention to cause harm or which, if not intentional, shows an utter indifference to or conscious disregard for the safety of others or their property.

ECHO shall indemnify any person who is or was a party, or is threatened to be made a party to any threatened, pending or complete action, suit or proceeding, whether civil or criminal, administrative or investigative, including an action by or in the right of ECHO as director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of ECHO, and, with respect to any criminal action or proceeding had no reasonable cause to believe his or her conduct was unlawful. The termination of any act, suit, or proceeding by judgment, order, settlement, conviction, plea of nolo contendere or its equivalent, shall not itself create a presumption that the person did not act in good faith and in a manner which that person reasonably believed to be in, or not opposed to, the best interest of ECHO, or, with respect to criminal proceedings, that the person had reasonable cause to believe that his or her conduct was unlawful.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by ECHO in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by ECHO as authorized by this bylaw or as authorized under Illinois separate and apart from this bylaw.

The indemnification provided by this bylaw shall not be deemed exclusive of any other rights to which the person seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who had ceased to be a director or officer and shall inure to benefit of the heirs, executors, administrators, and other personal representatives of such a person.

Any determination regarding payment or indemnification pursuant to this bylaw shall be made by the board of directors of the Center by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or if such a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, with ECHO to pay legal expenses incurred in the rendering of the written opinion so required.

The above provisions on indemnifications are contained in Section 108.75 of The Act (IL. Rev. Stat., 1987, Ch 32, Par 108.75) which is hereby adopted by reference in its entirety and made apart of this bylaw.

ARTICLE XIII

DISSOLUTION

In the event of the dissolution of ECHO, all assets remaining after liquidation of any liabilities shall be distributed to another not-for-profit organization or organizations to be determined by the Board, provided, however, that such beneficiary organization or organizations shall be tax exempt from Federal Income Tax, as an organization described in Section 501 (C)(3) of the Internal Revenue Code of 1954 (amended September 10, 1962) or corresponding provisions of subsequent Revenue acts.

The original bylaws were adopted at the Organizational Meeting of Incorporators on September 17, 2002.

Article VI, Sections 1 and 2 amended November 28, 2006.

Article VI, Section 6 added November 28, 2006.

Article V, Section 1 amended July 1, 2008.

Article VI, Section 7 added April 19, 2011.

Article II, Section 2 and Article VI, Sections 1 and 2, and Article X amended April 19, 2011.