



The ALC Foundation

By-Laws

Approved April, 2018

Article I – Name

- 1.1 The ALC Foundation

Article II – General Purpose Statement

- 2.1 The ALC Foundation is an Illinois not-for-profit corporation exempt from federal income tax pursuant to the Internal Revenue Code 501(c)(3). It is organized and shall be operated exclusively for the purposes set forth in the corporation's Articles of Incorporation and (i) To insure that no patient goes without the basic necessities to live and die with dignity while under the care ALC Health Care Services.

Article III – Offices

- 3.1 The ALC Foundation shall maintain in the State of Illinois, a registered office and a registered agent whose business office is identical with such registered office.

Article IV - Board of Directors

- 4.1 Composition – The number of Directors shall be not less than 3. The number of Directors may be changed from time to time within this range by the Board by resolution and without amendment to the Bylaws.
- 4.2 Nominations and Elections – Directors shall be nominated by any fellow member of the Board or can self-nominate, two months ahead of any scheduled meeting. Board members and officers shall be elected by a majority vote of the membership at the annual meeting.
- 4.3 Terms, and Term Limits of Office for Directors – The members elected as Directors shall serve for a minimum term of two year and/or until their successors have been elected. The term of the Directors shall begin at the close of the Annual Meeting at which they were elected and conclude at the end of the second consecutive annual meeting. There are no limits for how



many consecutive terms an Officer or Director at Large of the Board can serve. If a Board member is elected to more than one Officer position on the Board of Directors, he/she may not serve on more than two (2) positions simultaneously.

- 4.4 Resignation and Removal of Directors – A Director may resign at any time upon written notice to the Board or the President. A Director may be removed with cause with a super majority vote of the Board.
- 4.5 Vacancies – If during an elective term, a Director dies, resigns, becomes disqualified or a vacancy occurs by a contingency not herein provided, the vacancy may be filled by action of the Board of Directors as soon as practical.
- 4.6 Regular Meetings- The Board shall meet quarterly either in personal or by phone. An annual regular meeting of the Board shall be held at a time and place determined by the Board.
- 4.7 Special Meetings – Special meetings of the Board may be called by the President, or a majority of the Directors.
- 4.8 Quorum – A majority of the elected Directors shall constitute a quorum. Whenever a vacancy or vacancies exist on the Board, one third (1/3) of the remaining Directors shall constitute a quorum.
- 4.9 Responsibilities – The primary responsibilities of the Board of Directors are i) fiduciary in order allow support the mission of The ALC Foundation and ii) to approve the allocation of funds from The ALC Foundation ALC Health Services patients and families in need as outlined in these by-laws . The Board of Directors and/or The Executive Director will have final determination of all funds distributed on behalf of The ALC Foundation.

Article V – Officers

- 5.1 Officers – The Officers of The ALC Foundation shall be the President, Vice-President, Secretary / Treasurer, and other such other offers as may be elected or appointed by the Board. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties prescribed by the Board. An individual may hold up to two (2) Officer positions during any time of a vacancy in any position. There will be a mandatory standing



Executive Committee of The ALC Foundation consisting of all Officers of the Board of Directors.

- 5.2 Qualifications - All Officers need to be committed to the mission and vision of The ALC Foundation
- 5.3 Election – Officers of STRACA shall be elected by the Board from among the seated Directors. Officer elections will take place at the STRACA Annual Membership Meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as possible. Each officer shall hold office until his/her successor shall have been duly elected.
- 5.4 Terms – The President, Vice-President, Secretary and Treasurer can serve an unlimited number of consecutive terms.
- 5.5 Resignation – Any Officer may resign at any time by providing written notice to the Board. Unless otherwise specified in the written notice, the resignation shall be effective upon the delivery of the written notice. If an Officer resigns as a Director, he or she shall be deemed to automatically resign as an Officer as of the date and time the individual resigned as a Director.
- 5.6 Removal – Any Officer elected or appointed by the Board may be removed by the Board with a super majority vote.
- 5.7 Vacancies – If the President dies, resigns, is removed, or becomes otherwise disqualified, the Vice President shall become President for the balance of the unexpired term. If the unexpired term is less than six (6) months, the new President may be re-elected to serve a full two-year term. Other Officer vacancies may be filled by the Board, from those seated on the Board.
- 5.8 President – The President shall preside at all meetings of the Board, shall oversee the implementation of all resolutions and directives of the Board, and shall discharge all duties incident to the office of the President and as prescribed by the Board. The President may execute any contracts and financial transactions on behalf of The ALC Foundation that have been approved by a majority of the Board of Directors.
- 5.9 Vice President – The Vice President shall assist the President in the discharge of the President's duties, and shall perform such other duties as assigned by the President. In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of, and have the powers of, the President.
- 5.10 Secretary – The Secretary shall (i) ensure minutes of the meetings of the Board and applicable



committees are kept and recorded. (ii) ensure that corporate records of The ALC Foundation are maintained and (iii) perform all duties incident to the office of the Secretary and duties assigned by the President or the Board.

- 5.11 Treasurer – The Treasurer shall be responsible for monitoring the financial statements of The ALC Foundation and working directly with contracted accounting or financial services providers.

Article VI – Administrative Staff

- 6.1 Staff – Consistent with the general power of the Board to manage the affairs of The ALC Foundation, the Board may retain staff and/or other agents to carry out the exempt purposes of The ALC Foundation. Reasonable compensation will be paid by The ALC Foundation for services rendered by staff and or other agents. The ALC Foundation staff shall, at minimum, include an Executive Director.
- 6.2 Executive Director – The Board shall retain the services of an Executive Director, upon such reasonable terms and conditions the Board shall determine. The Executive Director shall report directly to the Board. The Executive Director shall not be a Board member, officer, or member of any committee, however, shall sit ex officio on all meetings. The Executive Director shall be the principal executive, operating and administrative staff member of The ALC Foundation, responsible for managing the day-to-day affairs of The ALC Foundation. The Executive Director shall maintain a record of all official proceedings of The ALC Foundation. The Executive Director may negotiate and execute any contracts and partnerships on behalf of The ALC Foundation. All other staff or agents shall report to the Executive Director. He/She shall submit quarterly and annual financial statements to the Treasurer and Board of Directors. Annual statements will be audited by a CPA not affiliated with the Board of Directors.
- 6.3 Additional Support Staff – The Executive Director shall be responsible for the hiring of additional staffing positions as needed to address the needs of organizational growth. All staffing needs of the organization including hiring and termination are at the sole discretion of the Executive Director.

Article VII – Committees

- 7.1 Committees – The Board of Directors, as recommended by the Executive Director, may designate committees by a resolution adopted by a majority of the full Board. Each committee



will consist of a minimum of 1 Director from the Board and needed committees can be designed by a resolution of the majority of the Board.

Article VIII – Financial Matters

- 8.1 Contracts – The Executive Director, President of the Board of Directors, and by resolution, any Officer of the Board, may enter into any contract on behalf of The ALC Foundation.
- 8.2 Checks, Drafts – All checks, drafts, or other orders for the payment of money, shall be signed by the Executive Director and/or the President of the Board. All reoccurring expenses are authorized and approved by the Board of Directors annually. The Executive Director has the authority to authorize all checks, drafts, and other orders for the payment of money for non-reoccurring expenses up to \$2500.00. For all non-reoccurring expenses over \$2500.00 the President of the Board, or his/her proxy must approve the expense(s).
- 8.3 Audits – At a minimum, an annual review report of the finances of the ALC Foundation will be presented to the Board of Directors at The ALC Foundation Annual Membership Meeting. This review/report will be, in conjunction with the Treasurer’s and Executive Director’s Report shall be submitted annually to the Board of Directors for adoption.
- 8.4 Financial Policies and Procedures – The Board shall adopt financial policies and procedures which shall (i) include prudent financial controls (ii) prudent investment policy when corpus is over \$200,000 (iii) require that The ALC Foundation’s financial books and records be kept in accordance with sound accounting principles.
- 8.5 Fundraising – The Board shall supervise the fundraising activities of The ALC Foundation to ensure that monies raised are adequately protected and devoted to a proper purpose consistent with The ALC Foundation’s Exempt Purpose.

Article IX – Distribution of Funds from The ALC Foundation

- 9.1 Funds may only be distributed at which time the patient / family has completed and submitted the required ALC Foundation Intake Form to the Executive Director and/or the Board of Directors of The ALC Foundation the Intake Form has been approved. No cash payments will be distributed to the patient / family directly. Funds will be distributed either i) directly to the 3rd party payee (e.g. utility company, housing management company, care-giving company) or to the patient / family



directly in the form of a gift card, or other non-cash equivalent.

9.2 Patients and families will be presumed eligible for ALC Foundation funds if they fall into one or more of the following categories, however, the ALC Foundation Client Intake Form must be completed in order to receive distribution of funds:

Illinois Medicaid

Illinois Temporary Assistance for Needy Families (TANF)

Illinois Low Income Home Energy Assistance Program

Illinois Food Stamp Program

Illinois Special Supplement Nutrition Program for Women, Infants and Children (WIC)

9.3 Restrictions on Distributions of Funds: The ALC Foundation will distribute funds on a case by case basis, and based on the availability of funds in the corpus. If there are insufficient funds available, The ALC Foundation will assist the patient and family in locating appropriate community based resources according to their needs.

Article XI – Recordkeeping

10.1 An electronic record will be maintained of all donations accepted by The ALC Foundation in accordance with state and federal laws. All donors will receive a receipt of their donation for individual and corporate tax purposes.

10.2 An electronic and or paper record will be maintained of all financial assistance provided by The ALC Foundation along with a copy of The ALC Foundation Intake Form.

10.3 An Annual Report of the activities of The ALC Foundation will be provided in accordance with state and federal law. The Annual Report will be available to the public on The ALC Foundation website and paper copies will be available upon request.

Article XI – Amendment to the Bylaws

11.1 Amendment to the Bylaws – The Board of Directors may amend the Bylaws with a two-thirds majority vote at the annual meeting. Notice regarding changes in the Bylaws shall be sent with notice of the meeting, no less than 2 weeks prior to the convening of the Board of Directors.

Article XII – Indemnifications



12.1 Indemnifications– The ALC Foundation shall, indemnify any Director, Officer, employee or agent acting within the scope of their authority who were or are a party or are threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she was serving as a Director, Officer, employee or agent of The ALC Foundation, or was serving at the request of The ALC Foundation in the capacity of Director, Officer, employee or agent of another entity, against all expenses, judgments, fines and other amounts actually and reasonably incurred by him or her in connection with the defense or settlement of such action suit or proceeding.

Article XIII – Conflicts of Interest

13.1 Conflicts of Interest - The Board of Directors will adhere to Robert’s Rules of Order to disclose any conflicts of interest.

Articles XIV – Rules of Order

14.1 Rules of Order – The conduct of meetings will be governed by Robert’s Rules of Order, as most recently revised. In case of conflict between Robert’s Rules of Order and these Bylaws, these Bylaws will govern.

Article XV – Miscellaneous Provisions

15.1 Director and Officer Disclosures – The ALC Foundation shall maintain and make publicly available a current list of its Directors and Officers.