

**FIRST AMENDED AND RESTATED
BY-LAWS
OF
RAVENSWOOD COMMUNITY SERVICES, INC.**

ARTICLE I

Identification and Miscellaneous

Section 1. NAME. The name of the corporation is RAVENSWOOD COMMUNITY SERVICES, INC.(the "Corporation").

Section 2. REGISTERED OFFICE. The registered office for the transaction of business of the Corporation is fixed and located in the State of Illinois. The Board of Directors may at any time or from time to time change the location of the registered office from one location to another within Illinois by duly adopted resolution and submission of the appropriate statement to the Secretary of State.

Section 3. REGISTERED AGENT. The registered agent of the Corporation shall be an individual resident in the State of Illinois. Such an agent will be continuously maintained by the Corporation in the State of Illinois. A new registered agent may be appointed if the office of such agent becomes vacant for any reason, or such agent becomes disqualified or incapacitated to act, or if the Corporation through the Board of Directors revokes the appointment of such agent by duly adopted resolution of the Board of Directors. The appointment of a new registered agent requires the submission of the appropriate statement to the Secretary of State. Such registered agent will be recognized as an agent of the Corporation on whom any process, notices, or demand required or permitted by law to be served on a corporation may be served.

Section 4. FISCAL YEAR. The fiscal year of the Corporation shall begin on the 1st day of January in 2 each year and end on the last day of December in the same year; provided, however, that the Board of Directors may, within its sole discretion, designate any other period allowable under the Internal Revenue Code of 1986, as amended (or any future federal tax code) as the fiscal year of the Corporation.

Section 5. BOOKS AND RECORDS. The Corporation shall keep correct, accurate minutes of the proceedings of its Board of Directors and committees having any of the authority for the Board of Directors. The Corporation shall also keep the original copy of its By-laws, including all amendments and alterations there to date. Such books and records shall be kept at the registered office of the Corporation. All books and records of the Corporation may be inspected by any director for any purpose at any reasonable

time. The right to inspect includes the right to copy; however, the costs of copying are to be paid by the person inspecting the books and records.

Section 6. SEVERABILITY. If any portion or provision of these By-Laws shall for any reason be held by a court of competent jurisdiction to be invalid or unenforceable, the remaining portions or provisions hereof shall nevertheless remain in full force and effect, as if such unenforceable portion of provision had never been a part hereof.

Section 7. GOVERNING LAW. These By-Laws shall be governed by and construed in accordance with the laws of the State of Illinois without regard to conflicts of laws principles.

ARTICLE II

Purposes

Section 1. PURPOSES. The purposes of the Corporation as stated in the Articles of Incorporation are only the following:

(a) The general purpose for which the

Corporation is formed is to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(b) The specific purposes for which the Corporation is formed are charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including, but not limited to, providing assistance to economically disadvantaged residents in the Ravenswood and surrounding neighborhoods of the City of Chicago, Illinois.

(c) This Corporation shall have and exercise all rights and powers conferred on corporations under the Illinois General Not For Profit Act, provided, however, that this Corporation is not empowered to engage in any activity which in itself is not in furtherance of its purposes as set forth in Subparagraph (a) of this Section 1 of Article II.

(d) Upon the dissolution of the Corporation, any assets remaining after paying or providing for all debts and obligations of the Corporation shall be distributed for one or more exempt purposes within the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III

Members

Section 1. MEMBERS. The Corporation shall have no members.

ARTICLE IV

Board of Directors

Section 1. NUMBER AND QUALIFICATIONS. The affairs and general business of the Corporation shall be managed by a Board of not less than seven (7) and not more than twelve (12) persons. The Board of Directors shall consist of the President of the Corporation, the Bishop of Chicago, during such time as the Corporation is affiliated with Episcopal Charities, and the Director of Just Neighbors (collectively, the "Required Directors") and between four (4) to nine (9) elected directors. The Director of Just Neighbors shall be an ex officio member of the Board of Directors, but shall not be entitled to vote on any matters. If, at any time, no individual occupies the position of Rector of All Saints or the Director of Just Neighbors, the governing body of the organization having the power to appoint persons to such positions shall have the ability to appoint a temporary Required Director until such time as the position has been filled. The first Board of Directors shall be as designated in the Articles of Incorporation of the Corporation, and thereafter it shall be such number as shall have been last specified by resolution (if any) of the Board. The number of directors may be fixed or changed from time to time, within the minimum and maximum, by the directors without amendment to the By-Laws. At all times, a majority of the Board of Directors must be comprised of persons who are also members of All Saints' Episcopal Church of Ravenswood, Illinois.

Section 2. QUORUM. A majority of the directors of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice. Directors may participate in any meeting of the Board of Directors, and be counted for purposes of determining whether a quorum is present at such meeting, by appearing in person or by telephone; provided, however, that any director who will participate in any meeting by telephone must give sufficient notice to the chairperson of the Board to allow for the provision of the necessary telephonic equipment.

Section 3. POWERS OF DIRECTORS. Subject to limitations of the Articles of Incorporation and other sections of these By-Laws, all corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. Without limiting the general powers, the Board of Directors shall have the following powers:

(a) to select one of their number as chairperson of the Board of Directors who shall call meetings of the Board of Directors and preside at such meetings;

(b) to conduct, manage, and control the affairs and business of the Corporation, and to make rules and regulations not inconsistent with the Articles of Incorporation or these By-Laws;

(c) to make appointments to committees as deemed desirable; and

(d) to elect officers and directors of the Corporation.

Section 4. ELECTION OF DIRECTORS. The elected directors of the Corporation shall be elected at the annual meeting by a quorum of the Board of Directors then in office. Each elected director shall hold office for a three-year term following his or her election and until his or her successor shall have been elected and qualified; provided that, the terms of directors serving as of the date of adoption of these By-laws shall be divided into two, three and four year terms, as decided by the Board of Directors. The terms of office for any elected directors shall be staggered such that one-third of the terms expire each year; provided that, no term will expire the first year following adoption of these bylaws. Each Required Director shall hold office for the entire length of their service in the position by virtue of which they are a member of the Board of Directors.

Section 5. REGULAR MEETINGS. The annual meeting of the Board of Directors shall be held each year to review operations during the immediately preceding year, elect directors, elect officers, and transact such other business as may be properly brought before the meeting. The Board of Directors shall set the time and place for the annual meeting. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings.

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

Section 7. NOTICE. Written notice of any meeting of the Board of Directors shall be given to each director at least two days before such meeting at his or her address as shown in the records of the Corporation, except that no meeting of directors may remove a director unless written notice of the proposed removal is delivered to all directors at least 20 days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notice of any meeting of the Board of Directors may be waived in writing by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. RESIGNATION AND REMOVAL. Any director may resign at any time by giving written notice to the Board of Directors, to the President or to the Secretary. A resignation need not be accepted to be effective. A director may be removed for cause by an affirmative vote of two-thirds of the Board of Directors then in office; provided, however, that Required Directors may only be removed if they no longer serve in the capacity by virtue of which they are a member of the Board of Directors. "Cause" is defined as:

- (a) acting contrary to the purpose of the organization as determined by the majority vote of the Board of Directors, or
- (b) being disruptive during meetings as determined by a majority of the Board of Directors.

Section 9. VACANCIES. Vacancies on the Board of Directors created by reason of the resignation of a member of the Board of Directors, removal of a member of the Board of Directors or an increase in the number of directors shall, except in the case of a Required Director, be filled by a quorum of the directors then in office even though less than a quorum of the Board, or by the sole remaining director. A successor director so elected shall serve for the unexpired term of his or her predecessor.

Section 10. COMPENSATION. No director shall receive any compensation for his or her services as director of the Corporation. Directors may be reimbursed for reasonable expenses incurred in the performance of their duties, pursuant to such policies and procedures as may be adopted by the Board of Directors.

Section 11. ACTION WITHOUT MEETING. Any action required by law or these By-Laws to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State under the Illinois General Not-For-Profit Corporation Act of 1986. Any such action may be signed in counterpart.

Section 12. DIRECTOR CONFLICT OF INTEREST.

(a) Prior to approving any transaction in which a director, directly or indirectly, is a party, the material facts of the transaction and the director's interest or relationship must be disclosed or known to the board of directors or a committee consisting entirely of directors and the board or committee must authorize, approve or ratify the transaction by the affirmative votes of a majority of disinterested directors, even though the disinterested directors be less than a quorum.

(b) The presence of the director, who is directly or indirectly a party to the transaction described in subsection (a), or a director who is otherwise not disinterested, may be counted in determining whether a quorum is present but may not be counted when the board of directors or a committee of the board takes action on the transaction.

(c) For purposes of this Section, a director is "indirectly" a party to a transaction if the other party to the transaction is an entity in which the director has a material financial interest or of which the director is an officer, director or general partner.

ARTICLE V

Officers

Section 1. OFFICERS. The officers of the Corporation shall be a President, Treasurer and Secretary. In addition to the powers and duties of the officers of the Corporation set forth in these By-Laws, the officers, agents and employees of the Corporation shall have such powers and perform such duties in the management of the Corporation as the Board of Directors from time to time may prescribe.

Section 2. ELECTION OF OFFICERS. The officers of the Corporation, except the President, shall be elected for three-year terms by the Board of Directors at the annual meeting. The President shall be the Rector of All Saints' Episcopal Church of Ravenswood, Illinois or, if no person is at the time of determination serving in such capacity, such other person as may be designated by the body having the authority to appoint the Rector of All Saints' Episcopal Church of Ravenswood, Illinois.

Section 3. VACANCIES. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors by a majority vote.

Section 4. REMOVAL OF OFFICERS. Any officer of the Corporation elected by the Board of Directors may be removed from office at any time by a vote of two-thirds of the Board of Directors then in office. The President of the Corporation may not be removed from office, unless the President no longer serves as Rector of All Saints' Episcopal Church of Ravenswood, Illinois.

Section 5. PRESIDENT. The President shall be the principal operating officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. The President shall serve on the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation so authorized by the Board of Directors, contracts or other documents which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall also have the authority to appoint and remove paid staff for positions approved by the Board of Directors, including the Director of Just Neighbors. The President shall also perform such other duties as may be assigned from time to time by the Board of Directors.

Section 6. SECRETARY. The Secretary shall:

- (a) record the minutes of the meetings of the Board of Directors in one or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law;
- (c) be a custodian of the corporate records and of the seal of the Corporation;
- (d) maintain the files, records and correspondence of the Corporation; and
- (e) perform all duties incident to the office of the Secretary and such other duties as from time to time may be designated to him or her by the President or by the Board of Directors.

Section 7. TREASURER. The Treasurer's duties shall be to perform or oversee:

- (a) the collection of all monies;
- (b) all authorized payments;
- (c) maintenance of complete financial records of all receipts and expenditures of all funds; and
- (d) such other duties as assigned by the President or directed by the Board of Directors.

ARTICLE VI

Committees

Section 1. COMMITTEES. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees each of which will consist of two or more directors. The committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it, him or her by law.

ARTICLE VII

Finances

Section 1. NO COMPENSATION OF OFFICERS. No officer shall receive any compensation for his or her services as an officer of the Corporation. Officers may be reimbursed for reasonable expenses incurred in the performance of their duties pursuant to such policies and procedures as may be adopted by the Board of Directors.

Section 2. PAYMENT OF EXPENSES. The Board of Directors must approve by resolution all payments of expenses until such time as the Board of Directors by resolution adopts other policies and procedures for authorizing payment of expenses by the Corporation.

Section 3. BORROWINGS. The Corporation shall not borrow money on an unsecured basis, if, after giving effect to such borrowing, the aggregate indebtedness of the Corporation for money borrowed on an unsecured basis is greater than twenty percent of the average of the annual income of the Corporation for its three fiscal years next preceding the date of the proposed borrowing.

(a) The Corporation shall not borrow any money on a secured basis (except for the refinancing, without increase in the principal amount, of an existing loan) without the previous written consent of the Bishop, which consent shall be given in accordance with the Constitution of the Diocese of Chicago.

(b) The Corporation shall not borrow money on a secured basis, if, after giving effect to such borrowing, the aggregate indebtedness of the Corporation for money borrowed on a secured basis is greater than 200 percent of the average annual income of the Corporation for its three fiscal years preceding the date of the proposed borrowing.

(c) No real estate owned by the Corporation shall be sold or encumbered, except under the following conditions:

(i) The Board shall adopt a resolution providing for the sale or encumbrance of specific real estate, together with a provision, if desired, for the entering into of a contract in relation thereto; and

(ii) The Board shall receive a written consent to the sale or encumbrance by the Bishop, which consent shall be given in accordance with the Constitution of the Diocese of Chicago.

ARTICLE VIII

Amendments

Section 1. AMENDMENTS. The Articles of Incorporation and By-Laws of the Corporation may be amended or revised by the affirmative vote of two-thirds of the Board of Directors of the Corporation then in office; provided, however, that a majority vote of the Required Directors is required to amend Article IV, sections 1, 4,8 and 9 and Article V, sections 2, 4 and 5.

ARTICLE IX

Miscellaneous

Section 1. INDEMNIFICATION. Any person made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he or she is or was a director or officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorneys' fees and disbursements, incurred by him or her in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein, except in relation to matters as

to which it shall be adjudged in such action, suit, or proceeding that such director or officer is liable for negligence or misconduct in the performance of his or her duties. Such rights of indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled apart from this provision.

Section 2. INSURANCE AND OTHER INDEMNIFICATION. The Board of Directors shall have the power to (i) purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and on behalf of others to the extent that power to do so has been or may be granted by statute and (ii) give other indemnification to the extent permitted by law.

Section 3. ANTI-DISCRIMINATION POLICY. Ravenswood Community Services shall not discriminate on the basis of race, color, national origin (ancestry), ethnicity, religion (creed), gender, age, disability, marital status, sexual orientation, or economic circumstance in any of its activities or operations. *(Amended to the By-laws by the Board of Directors, April 14, 2008).*

Adopted June 8, 2004
Amended April 14, 2008 (Article IX, Section 3)