

BYLAWS OF CHICAGO RECLAIMING, INC.  
Adopted by the Members on [consensus date goes here]

ARTICLE I  
Offices

Chicago Reclaiming, Inc. shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or outside of the state.

ARTICLE II  
Purpose

Chicago Reclaiming, Inc. is an Illinois not-for-profit organization dedicated to creating opportunities for personal and universal growth, transformation, and shared vision in the context of a sustainable, open, and active spiritual community.

ARTICLE III  
Definitions

SECTION 1. CELLS. Chicago Reclaiming, Inc. ("the Corporation") operates using groups of members that handle specific organizational tasks. These groups are called "cells," and are self-defined, autonomous, decision-making bodies that are accountable to the Inter Cell Council. A current listing of operating cells, their members, and cell contact information shall be available at all times for any Chicago Reclaiming, Inc. member to review; this may be accomplished via website, e-mail, or hard copy at all classes and/or events. All cells shall keep minutes of their meetings; these minutes shall be available at any time to any member of the Corporation.

SECTION 2. INTER CELL COUNCIL. The Inter Cell Council (or "ICC") shall include all members of all cells currently operating on behalf of Chicago Reclaiming. Each cell member shall have an equal voice in the consensus decision-making process of the ICC.

SECTION 3. CONSENSUS PROCESS. All decisions in all decision-making bodies operating on behalf of Chicago Reclaiming, including all cells and the Inter Cell Council, shall – without exception – be made via consensus of all members.

ARTICLE IV  
Members

SECTION 1. DEFINITION OF MEMBERSHIP AND CLASSES THEREOF.

- A. A member of Chicago Reclaiming, Inc. shall be defined as someone who has 1.) attended a class, event, or community meeting; and 2.) signed up for an e-mail or postal mailing list. A member of Chicago Reclaiming, Inc. shall have, at any time, access to information about the structure of all decision-making bodies related to Chicago Reclaiming, Inc.
- B. A member of Chicago Reclaiming's ICC shall be defined as someone who has met the above referenced conditions of membership in Chicago Reclaiming, Inc., AND

who also is an active member of any one of Chicago Reclaiming's working Cells. Only Members who are active participants in the working cells shall be entitled to a consensus share in decisions made by the ICC. ICC members may be active on more than one cell, but must be active on at least one cell to maintain membership in the ICC.

ARTICLE V  
Board of Directors (the "Administrative Cell")

SECTION 1. GENERAL POWERS. The affairs of the corporation are administered by its Board of Directors ("Administrative Cell" or "Admin Cell"), on behalf of the Inter Cell Council (or "ICC"). The members of the Admin Cell, who are also part of the ICC, are empowered to act exclusively as directed by the resolutions of the ICC. The ICC may consense upon a list of general duties and actions the Admin Cell is empowered to carry out without explicit direction from the ICC; excepting such provisions, all acts of the Admin Cell must be proposed to the ICC for consensus and resolution.

SECTION 2. ELECTION OF MEMBERS. The minimum number of Admin Cell members shall never be less than three (3) with a maximum of no more than eight (8). Members will be added to the Admin Cell on a voluntary basis, and must be confirmed by consensus in the ICC. This consensus may occur at a regular ICC meeting or via electronic means or any other method determined to be valid by consensus of the ICC.

SECTION 3. TERMINATION OF MEMBERSHIP. A member may be suspended or expelled from the Admin Cell by consensus of all ICC members except the Admin Cell member subject to suspension or expulsion.

SECTION 4. RESIGNATION. Any member may resign either a) giving verbal notice at any scheduled ICC meeting; or b) by giving a written resignation via electronic means or written letter submitted to the ICC or Admin Cell in person or by U.S. Post. Resignation shall be immediate unless otherwise requested, and shall be confirmed at the next scheduled ICC meeting. Should such resignation reduce the number of members on the Admin Cell to less than three (3), the resigning member agrees to fulfill the duties of an Admin Cell member until another member can be confirmed via consensus at the next ICC meeting.

SECTION 5. REINSTATEMENT. Former membership on the Admin Cell, whether terminated by suspension, expulsion, resignation, or expiration of service term, shall not prevent a member of the ICC from volunteering for the Admin Cell and being confirmed by consensus of the ICC.

SECTION 6. SABBATICAL/LEAVE OF ABSENCE. Admin Cell members may take sabbaticals and/or leaves of absence subject to consensus of the Admin Cell and provided that such leave or sabbatical does not reduce the number of active members on the Admin Cell to less than three (3). In such a case, the Admin Cell member seeking sabbatical or leave agrees to fulfill the duties of an Admin Cell member until another member can be confirmed via consensus of the ICC. The length of such sabbatical or leave may be determined on a case by case basis, and should be established when such leave is consensed upon by the Admin Cell; leaves exceeding six (6) months, or spanning more than one (1) meeting of the ICC shall go before the ICC for consensus.

SECTION 7. REGULAR MEETINGS. Both the ICC and the Admin Cell will hold a minimum of one (1) regular annual meeting as agreed to by their respective members. Minutes of these and all ICC and Admin Cell meetings shall be made readily available to members of the ICC for viewing at any time.

SECTION 8. SPECIAL MEETINGS. Special meetings of the Admin Cell may be called at such

reasonable times and held at any such reasonable location by or at the request of any Admin Cell member. Minutes of this and all Admin Cell meetings shall be made readily available to members of the ICC for viewing at any time.

SECTION 9. NOTICE. Notice of all Admin Cell meetings shall be given at least five (5) days in advance of such meeting, and shall be given in writing via electronic means or by U.S. Post. Attendance at any meeting shall constitute waiver of any notice requirement, except where prohibited by law or other provisions in these bylaws.

SECTION 10. QUORUM. For those acts that the Admin Cell is empowered by prior consensus of the ICC to carry out without explicit direction by the ICC, consensus shall be required between all Admin Cell members present at the meetings where such acts are resolved. All members not present shall be considered to stand aside. If the present members of the Admin Cell wish to reschedule or postpone any resolution for the purpose of including absent members in the decision making process, this may be done by consensus of all Admin Cell members present.

SECTION 11. DECISION BY CONSENSUS. All decisions made by the Admin Cell and the ICC shall be made by consensus process, as outlined in these bylaws.

SECTION 12. CONSENSUS PROCESS. Chicago Reclaiming's consensus process model for egalitarian, cooperative decision-making includes identifying problems to be solved or decisions to be made; gathering information and discussing all aspects of the problem, any solutions, and concerns related to either; raising issues with potential solutions and any proposals that may arise from discussions; further discussion of issues until all concerns have been adequately addressed and members can come to consensus on a solution or decision.

- A. Stand asides. At any time during consensus process, members may raise concerns and have them addressed in good faith. If these concerns are not addressed such that the concerned members feel comfortable joining the consensus, they may choose to stand aside, and allow the process to move forward and the decision to be made with their concerns unresolved.
- B. Blocks. If members have such grave concerns that they are unable, in good conscience, to stand aside and allow the group to move forward with a course of action, they may choose to block consensus. Blocking should be a last resort, only used when a proposed course of action is in conflict with personal or community values, and when the blocking members is willing to remove themselves from the organization should the proposed course of action be executed. Ideally, any concerns grave enough to elicit a blocking action would be raised and addressed very early in the process.
- C. Consensus minus one. In a situation where all members but one are consensed, and the remaining member is unable, in good conscience, to stand aside rather than block consensus, Chicago Reclaiming will institute a consensus minus one process as follows:
  - Notice that the consensus minus one process has been implemented will be sent to the electronic mailing list within two days of the related ICC meeting. This notice will include an explanation of the salient issues and a statement of concerns by the blocking member.
  - An ICC meeting will be scheduled for no more than thirty (30) days after the

original ICC meeting, specifically and exclusively to address the blocked consensus. The blocking member must be present at this meeting; if the blocking member is unable to attend, the meeting may be rescheduled one time for no more than fifteen (15) days later. No additional rescheduling will be provided, regardless of whether the blocking member is able to attend the rescheduled meeting or not.

- At the consensus-minus-one ICC meeting, further discussion of concerns and issues will take place. If further discussion does not elicit additional blocks and the blocking member continues to block, consensus minus one has been reached, and the ICC will move forward with the consensed course of action. If additional members raise concerns and also block, or the blocking member chooses to join consensus or to stand aside, consensus process resumes with further discussion or with moving forward to execute the consensed course of action.

SECTION 13. PROXIES. Members must be present to participate in consensus process, and those members who are present at the time of making a decision shall be empowered to do so, including deciding to postpone consensus until more members can be included in the process. There shall be no consensus by proxy, except where required by statute, these bylaws, or the articles of incorporation.

SECTION 14. MANNER OF ACTING. Any action taken by the Admin Cell members present at a meeting at which a quorum is present shall be considered the action of the entire Admin Cell, unless the act of a greater number is required by statute, these bylaws, or the articles of incorporation.

SECTION 15. COMPENSATION. Neither the Admin Cell nor the ICC shall establish any form of compensation for any member of the Corporation, excepting compensation related to services rendered by a member outside the scope of participation on a cell or the ICC (i.e., facilitating a class), or in reimbursement for materials or services purchased on behalf of the Corporation.

## ARTICLE VI Cells and Cell Structure

SECTION 1. CELLS. Cells can be added, modified, and eliminated by consensus of the ICC.

SECTION 2. OPERATING PROCEDURES. All Cells shall operate under the same guidelines as the ICC and Admin Cell, except where otherwise required by statute, these Bylaws, or the Articles of Incorporation. Also:

1. Cells shall be autonomous and shall be empowered to create their own structures and procedures without guidance from the Admin Cell or the ICC. Any such structures and procedures are subject to all applicable state and federal law, these Bylaws, and the Articles of incorporation.
2. Each Cell shall make provision for a contact person to facilitate communication with those who might wish to join the cell.
3. Any member of the Corporation may join any cell at any time, except as otherwise designated by law, elsewhere in these bylaws, or the Articles of Incorporation.

SECTION 3. TERM OF OFFICE. All cell members shall continue to be cell members until such time as said members initiate the resignation process, or until the ICC seeks termination, except where each autonomous cell has designated their own terms of office.

ARTICLE VII  
Contracts, Checks, Deposits, and Gifts

SECTION 1. CONTRACTS. The ICC may authorize any cell member to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such agents of the of the Corporation and in such manner as shall from time to time be determined by resolution of the ICC. In the absence of such determination by the ICC, such instruments may be signed by a member of the Admin Cell.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the ICC may select; the administration of such banks, trust companies, or other depositories shall be the duty of the Admin Cell, unless otherwise resolved by the ICC.

SECTION 4. GIFTS. The ICC and/or the Admin Cell may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VIII  
Books and Records

The corporation shall keep correct and complete books and records of account. It shall also keep minutes of the proceedings of the ICC, the Admin Cell, and all other Cells and shall keep, at the registered or principal office, a record giving the names and addresses of the Admin Cell members. All books and records of the corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX  
Fiscal Year

The fiscal year of the corporation shall be fixed by resolution of the ICC.

ARTICLE X  
Seal

The corporate seal shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Illinois." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided that the affixing of the corporate seal to an instrument shall not give the instrument additional force or effect, or change the construction thereof, and the use of the corporate seal is not mandatory.

ARTICLE XI  
Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the bylaws of the corporation, 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. Attendance at any meeting shall constitute waiver of notice thereof unless the purpose for attendance is to object to the holding of the meeting because proper notice was not given.

## ARTICLE XII Amendments

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the ICC, unless otherwise provided in the law, the articles of incorporation, or the bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.