CHICAGO LIGHTS INSTITUTE

BYLAWS AND GOVERNANCE POLICIES MANUAL

Founding Governance Manual

A Governance Framework for Institutional Stewardship, Accountability, and Civic Formation

Adopted by the Board of Directors

6/27, 2026

Chicago Lights Institute
Bolingbrook, Illinois

CHICAGO LIGHTS INSTITUTE

OFFICIAL CORPORATE COPY

FOUNDING BOARD OF DIRECTORS
FOUNDING BOOK OF RESOLUTIONS

This volume constitutes the **Official Corporate Copy** of the **Chicago Lights Institute Founding Book of Resolutions**.

The resolutions contained herein were duly adopted by the Board of Directors at the Founding Board Meeting held on **June 27, 2026**, and represent the Institute's initial governance actions establishing its operational, financial, and organizational framework.

This copy contains the official certification by the **Board Chair** and the official attestation by the **Secretary** and shall be maintained as part of the permanent corporate records of the Chicago Lights Institute.

This document serves as the authoritative record of the Founding Board's resolutions until supplemented by future resolutions duly adopted by the Board of Directors.

Maintained by the Secretary
Chicago Lights Institute
Official Corporate Record

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PREAMBLE

The Chicago Lights Institute ("CLI") is organized as a nonprofit civic and educational organization committed to strengthening communities through civic formation, community engagement, cultural expression, public art, education, and responsible institutional stewardship.

CLI believes that healthy communities are strengthened through shared civic identity, belonging, dignity, cooperation, accountability, and participatory engagement. These Bylaws and Governance Policies establish the constitutional framework, governance structures, fiduciary responsibilities, ethical standards, and accountability mechanisms through which the Institute shall pursue its mission and serve the public trust.

The Board of Directors adopts this document to guide the responsible governance, administration, and long-term sustainability of the Chicago Lights Institute and its civic formation initiatives.

OUR MISSION

The mission of the Chicago Lights Institute is to strengthen communities through civic formation initiatives that cultivate shared identity, belonging, cooperation, dignity, and responsible civic participation through education, cultural engagement, public art, music, and community-centered social psychology development.

CLI seeks to design and implement interdisciplinary civic formation systems that strengthen the social fabric of communities and contribute to healthier, more connected, and participatory public life.

OUR VISION

CLI envisions communities in which shared civic identity, lived dignity, cooperative responsibility, and cultures of belonging strengthen the everyday relationships between residents, institutions, families, businesses, and public life.

Through integrated systems of education, creative expression, and community engagement, CLI seeks to contribute toward the development of municipalities and communities where civic culture is not merely legislated but lived—forming environments in which people increasingly relate, participate, and contribute toward the common good through shared practices of respect, integrity, compassion, and cooperation.

GOVERNANCE PHILOSOPHY

Chicago Lights Institute believes that healthy civic formation requires healthy governance. The Institute therefore commits itself to stewardship, accountability, transparency, collaboration, measurable impact, and community-centered responsibility. Governance exists not merely to manage organizational affairs, but to protect mission integrity, strengthen public trust, and ensure responsible service to the communities the Institute seeks to serve.

Chicago Lights Institute recognizes that healthy communities are shaped through intentional systems of formation. Accordingly, the Institute may develop and steward civic formation initiatives that utilize education, public art, music, cultural expression, community engagement, and other interdisciplinary methods to strengthen shared civic identity and community belonging.

PART I — CHICAGO LIGHTS INSTITUTE BYLAWS

ARTICLE I — NAME AND CORPORATE PURPOSE

Section 1.1 Name
Chicago Lights Institute, Inc.

Section 1.2 Corporate Purpose
The Chicago Lights Institute ("CLI") is organized exclusively for charitable, educational, civic, cultural, and community development purposes consistent with Section 501(c)(3) of the Internal Revenue Code.
CLI exists to strengthen communities through civic formation initiatives that cultivate shared identity, belonging, cooperation, dignity, and responsible civic participation through education, public art, music, cultural engagement, and community-centered social psychology development.

ARTICLE II — MISSION AND VISION

Section 2.1 Mission Statement
Mission Statement
The mission of the Chicago Lights Institute is to strengthen communities through civic formation initiatives that cultivate shared identity, belonging, cooperation, dignity, and responsible civic participation through education, cultural engagement, public art, music, and community-centered social psychology development.

CLI seeks to design and implement interdisciplinary civic formation systems that strengthen the social fabric of communities and contribute to healthier, more connected, and participatory public life.

Section 2.2 Vision Statement
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Through integrated systems of education, creative expression, and community engagement, CLI seeks to contribute toward the development of municipalities and communities where civic culture is not merely legislated but lived—forming environments in which people increasingly relate, participate, and contribute toward the common good through shared practices of respect, integrity, compassion, and cooperation.

ARTICLE III — BOARD OF DIRECTORS

Section 3.1 Authority

The affairs of the Institute shall be governed by a Board of Directors responsible for:

- Mission stewardship
- Strategic oversight
- Fiduciary responsibility
- Policy approval
- Financial accountability
- Executive oversight

Section 3.2 Composition

The initial Founding Board of Directors shall consist of seven (7) members:

- Founder & President
- Board Chair
- Vice President
- Treasurer
- Secretary
- Director
- Director

The Board of Directors shall consist of no fewer than five (5) and no more than fifteen (15) Directors, unless otherwise determined by amendment of these Bylaws.

Section 3.3 Terms of Service

- Initial Founding Board:
  3-year terms
- Renewable upon Board approval.

Section 3.4 Fiduciary Duties

The Board of Directors shall exercise:

- Duty of Care
- Duty of Loyalty
- Duty of Obedience

ARTICLE IV — OFFICERS

Section 4.1 Board Chair

Responsibilities:

- Lead Board meetings
- Governance oversight
- Support Board effectiveness

Section 4.2 Vice President

Responsibilities:

- Supports the President
- Assists with strategic initiatives

- Helps advance partnerships
- Represents the organization when needed
- Participates in organizational development beyond Board meetings

Section 4.3 Treasurer
Responsibilities:
- Financial stewardship
- Budget oversight
- Financial reporting
- IRS compliance oversight
- Grant compliance oversight
- Annual financial review coordination

Section 4.4 Secretary
Responsibilities:
- Minutes
- Corporate records
- Governance documentation
- Meeting notices

Section 4.5 Founder & President
Responsibilities:
- Executive leadership
- Strategic direction
- Program development
- Partnership cultivation
- Organizational representation

The President reports to and is accountable to the Board.

ARTICLE V — ADVISORY BOARD

Section 5.1 Purpose
The Advisory Board serves in a non-governing advisory capacity.

Section 5.2 Authority
Advisors serve at the invitation of the Board and may be appointed or removed by majority vote of the Board of Directors. The Advisory Board shall not possess voting authority.

Section 5.3 Areas of Advisory Service
Advisors provide expertise and recommendations in areas such as:
- Education
- Civic Engagement
- Community Development
- Family Formation
- Arts & Culture
- Financial
- Legal & Governance

ARTICLE VI — MEETINGS

Section 6.1 Annual Meeting
One annual meeting is required.

Section 6.2 Regular Meetings
Quarterly minimum.

Section 6.3 Special Meetings
Called by Chair or majority of Board.

Section 6.4 Quorum
Simple majority.

Section 6.5 Voting
Each member of the Board of Directors shall be entitled to one vote on matters properly presented before the Board.

Except as otherwise provided in these Bylaws, actions of the Board shall be approved by a simple majority vote of the Directors present at a meeting where a quorum has been established.

For purposes of voting:

(a) Each Director shall have one vote.

(b) A majority vote shall mean more than fifty percent (50%) of the votes cast by Directors present and eligible to vote.

(c) Directors who abstain from voting shall not be counted as votes cast but shall be recorded in the official meeting minutes.

(d) Proxy voting shall not be permitted.

(e) Voting may occur by voice vote, show of hands, written ballot, electronic means, or any other method approved by the Chair and recognized by the Board.

(f) In the event of a tie vote, the motion shall be deemed not approved.

(g) Actions requiring amendment of these Bylaws, removal of Directors, dissolution of the Institute, or other extraordinary governance matters shall require a two-thirds (2/3) vote of the Board of Directors unless otherwise specified within these Bylaws.

(h) The Secretary shall ensure that all voting outcomes are accurately recorded in the official minutes of the meeting.

(I) The Board may adopt additional procedures governing voting practices provided such procedures remain consistent with these Bylaws and applicable federal and state nonprofit laws.

ARTICLE VII — COMMITTEES

Section 7.1 Governance Committee

- Board recruitment
- Board evaluations
- Policy review

Section 7.2 Finance & Audit Committee

- Budget review
- Financial controls
- Audit oversight

Section 7.3 Civic Formation & Program Committee

- Program evaluation
- KPI review
- Community impact assessment

ARTICLE VIII — FINANCIAL OVERSIGHT

Section 8.1 Dual Authorization

No single individual shall have sole authority over organizational funds.

Section 8.2 Authorized Signatories

Any expenditure above a Board-established threshold shall require two authorized signatures.

Section 8.3 Financial Reporting

Treasurer shall provide:

- Quarterly reports
- Annual financial summary
- Grant accountability reports

Section 8.4 IRS Compliance

CLI shall maintain compliance with all federal and state nonprofit regulations.

Section 8.5 Financial Review and Audit Oversight

The Board shall periodically review the Institute's financial records and may authorize independent financial reviews or audits as deemed appropriate.

Section 8.6 Restricted Funds and Grant Stewardship

Restricted funds shall be used solely for the purposes designated by donors, grant agreements, or funding commitments.

ARTICLE IX — COMPENSATION

Section 9.1 Board Service
Members of the Board of Directors shall serve without compensation for their service as Directors of the Institute.

Nothing herein shall prohibit the reimbursement of reasonable and necessary expenses incurred by Directors in connection with the performance of authorized duties on behalf of the Institute, provided such reimbursements are approved in accordance with the Institute's financial policies and procedures.

Section 9.2 Founder and President Compensation
The Founder & President may receive reasonable compensation for services rendered to the Institute when such compensation is determined by the Board of Directors to be necessary, appropriate, and in the best interest of the Institute.

Any compensation arrangement involving the Founder & President shall:
(a) Be reviewed and approved by the Board of Directors;
(b) Be supported by appropriate documentation;
(c) Reflect reasonable compensation for comparable services;
(d) Be recorded in the official minutes of the Board; and
(e) Comply with applicable federal and state nonprofit laws and regulations.
The Founder & President shall abstain from deliberations and voting related to his compensation.

Section 9.3 Officers
Officers serving in governance capacities shall not receive compensation solely by virtue of holding office within the Institute.

Section 9.4 Professional Services
Nothing in these Bylaws shall prohibit the Institute from engaging a Director, Officer, Advisor, or related professional entity to provide specialized professional services to the Institute when:
(a) The services are necessary and in the best interest of the Institute;
(b) The compensation is reasonable and consistent with fair market value;
(c) The arrangement is disclosed in accordance with the Conflict-of-Interest Policy;
(d) The interested party abstains from discussion and voting regarding the matter; and
(e) The arrangement is approved by the Board of Directors.

Section 9.5 Employees and Contractors
The Institute may employ staff members, consultants, contractors, program facilitators, or other personnel and may provide compensation for such services as authorized by the Board of Directors and consistent with applicable laws, financial policies, and available resources.

Section 9.6 Reasonable Compensation
The Institute may provide reasonable compensation for services rendered to advance its mission, provided such compensation is supported by appropriate documentation, approved through established governance procedures, and consistent with the Institute's commitment to stewardship, accountability, and transparency.

ARTICLE X — CONFLICT OF INTEREST

Directors must disclose:

- Financial interests
- Contractual interests
- Family relationships affecting decisions
- Interested members recuse themselves from voting.

ARTICLE XI — GOVERNANCE PRINCIPLES

CLI shall operate according to:

Section 11.1 Stewardship
Faithful management of resources.

Section 11.2 Integrity
Honesty and ethical conduct.

Section 11.3 Accountability
Responsibility to stakeholders.

Section 11.4 Transparency
Clear communication and reporting.

Section 11.5 Collaboration
Shared leadership and participation.

Section 11.6 Measured Impact
Commitment to evaluation and continuous improvement.

ARTICLE XII — COMMUNITY IMPACT ACCOUNTABILITY

The Institute shall maintain a measurable framework for evaluating civic formation initiatives.
Measurement may include:

- Civic participation

- Community engagement
- Educational outcomes
- Public art engagement
- Civic culture indicators
- Community perception measures
- Other KPI frameworks approved by the Board

Section 12.1 Civic Formation Measurement
The Institute shall establish and maintain measurable methodologies for evaluating the effectiveness of its civic formation initiatives and community development activities.

Such evaluation may assess the extent to which programs, projects, educational engagements, public art initiatives, cultural expressions, and community partnerships contribute toward:

(a) Strengthening shared civic identity;

(b) Increasing community participation and engagement;

(c) Encouraging cooperative relationships among residents, institutions, and stakeholders;

(d) Promoting civic responsibility, belonging, and stewardship;

(e) Advancing the values and civic disciplines identified within the Institute's approved civic formation frameworks; and

(f) Supporting healthier, more connected, and participatory community environments.

The Board of Directors shall periodically review measurement methodologies to ensure they remain relevant, responsible, and aligned with the Institute's mission and vision.

Section 12.2 KPI Framework
The Institute shall develop and maintain a Civic Culture Key Performance Indicator (KPI) Framework to guide the measurement of civic formation outcomes and community impact.

The KPI Framework may include indicators related to:

(a) Integrity and Ethical Conduct;

(b) Respect and Human Dignity;

(c) Valuing Human Life and Safety;

(d) Equity and Shared Quality of Life;

(e) Cooperative Service and Community Strength;

(f) Civic Participation and Volunteer Engagement;

(g) Community Belonging and Social Cohesion;

(h) Educational and Formation Outcomes;

(i) Public Art and Cultural Engagement; and

(j) Other community development indicators approved by the Board of Directors.

The KPI Framework shall serve as a measurement and learning tool intended to support responsible program evaluation, continuous improvement, strategic planning, and public accountability.

The Board may adopt, revise, expand, or refine KPI indicators as necessary to reflect the evolving nature of the Institute's work and the communities it serves.

Section 12.3 Annual Impact Reporting

The Institute shall prepare an Annual Impact Report summarizing the activities, accomplishments, outcomes, partnerships, and measurable indicators associated with its civic formation and community development initiatives.

The Annual Impact Report may include:

(a) Program and initiative summaries;

(b) Civic Culture KPI findings;

(c) Community engagement metrics;

(d) Educational participation data;

(e) Public art and cultural engagement outcomes;

(f) Partnership and collaboration highlights;

(g) Financial stewardship summaries;

(h) Strategic priorities for the upcoming year; and

(i) Other information deemed relevant by the Board of Directors.

The Annual Impact Report shall be presented to the Board of Directors and may be made available to stakeholders, community partners, donors, Grantmakers, municipal leaders, and the public as part of the Institute's commitment to transparency, accountability, and responsible stewardship.

The purpose of such reporting is not merely to document activities undertaken, but to demonstrate measurable progress toward strengthening civic culture, community belonging, cooperative participation, and the common good within the communities served by the Institute.

ARTICLE XIII — INDEMNIFICATION

To the fullest extent permitted by applicable law, the Institute shall indemnify its Directors, Officers, Committee Members, Advisors, Employees, and authorized representatives against liabilities, expenses, judgments, fines, settlements, and reasonable legal costs incurred in connection with the performance of their duties on behalf of the Institute, provided such individuals acted in good faith, in a manner reasonably believed to be in the best interests of the Institute, and in compliance with applicable law.

The Institute may maintain liability insurance or other protections as deemed appropriate by the Board of Directors.

ARTICLE XIV — DISSOLUTION

Upon dissolution, assets shall be distributed exclusively to one or more organizations qualifying under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XV — AMENDMENTS

Section 15.1 Amendments

These Bylaws and Governance Policies may be amended, modified, or repealed by a two-thirds (2/3) vote of the Board of Directors at any duly called meeting, provided that written notice of the proposed amendment has been distributed to all Directors not less than fourteen (14) days prior to the meeting at which the amendment is to be considered.

No amendment shall be adopted that would conflict with applicable federal or state law, the Institute's Articles of Incorporation, or its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Section 15.2 Governance Review

The Board of Directors shall periodically review these Bylaws and Governance Policies to ensure their continued relevance, effectiveness, legal compliance, and alignment with the mission, vision, governance principles, and strategic priorities of the Institute.

Such review shall occur no less than once every three (3) years, or more frequently as determined by the Board.

Recommendations arising from such reviews may be presented to the Board for consideration pursuant to the amendment procedures established in these Bylaws

PART II — GOVERNANCE POLICIES & PROCEDURES MANUAL

APPENDIX A Board Member Covenant & Agreement

Each Board Member agrees to:

- Uphold CLI's mission and vision
- Exercise fiduciary responsibility
- Maintain confidentiality
- Avoid conflicts of interest
- Attend meetings regularly
- Support strategic planning
- Serve as ambassadors of the Institute
- Participate in governance evaluation

APPENDIX B Conflict of Interest Policy

Purpose: To preserve the integrity and public trust of CLI.

- Directors shall disclose actual or perceived conflicts.
- Interested Directors shall abstain from deliberation and voting.
- Disclosures shall be documented in meeting minutes.

APPENDIX C Financial Controls Policy

Financial Stewardship Principles
CLI shall maintain:

- Segregation of financial duties
- Dual authorization procedures
- Budget approval processes
- Documentation requirements
- Annual financial review
- Banking Procedures
- Reimbursement Procedures
- Credit Card Use Policy
- Expense Documentation Requirements
- Budget Adoption Procedures

Authorized Signatories

Expenditure Approval Levels

Amount	**Approval Required**
Under $500	President
$500–$2,500	President + Treasurer
Above $2,500	Board Approval

APPENDIX D Grant Management Policy

Purpose:
To ensure responsible stewardship of grants and donor funds.
Requirements:

- Written grant acceptance records

- Budget monitoring
- Program reporting
- Financial reporting
- Compliance tracking
- Outcome measurement

The Treasurer and President shall jointly oversee grant stewardship and reporting.

APPENDIX E Document Retention Policy

The Institute shall maintain:

- Articles of Incorporation
- IRS Determination Letter
- Bylaws
- Board Minutes
- Financial Statements
- Grant Agreements
- Annual Reports

Minimum retention period:

7 years unless otherwise required by law.

APPENDIX F Whistleblower Protection Policy

CLI prohibits retaliation against individuals who report:

- Fraud
- Financial misconduct
- Ethical violations
- Governance concerns
- Regulatory non-compliance

Reports shall be reviewed by the Board Chair and Governance Committee.

APPENDIX G Board Meeting Procedures

Regular Meetings:
Quarterly

Annual Meeting:
One per year

Special Meetings:
As necessary

Quorum:
Majority of Directors

Voting:
Simple majority unless otherwise specified.

APPENDIX H Governance Committee Charter

Responsibilities:

- Board recruitment
- Board orientation
- Governance review
- Policy review
- Succession planning
- Board evaluations

APPENDIX I Finance & Audit Committee Charter

Responsibilities:

- Budget review
- Financial oversight
- IRS compliance monitoring
- Internal controls review
- Audit coordination
- Risk management

APPENDIX J Civic Formation & Impact Committee Charter

Responsibilities:

- Program review
- KPI monitoring
- Civic Culture Matrix review
- Community impact assessment
- Evaluation recommendations

APPENDIX K Community Engagement & Partnership Policy

CLI believes sustainable community development occurs:
By the People and For the People.
The Institute shall seek collaborative relationships with:

- Municipal government
- Schools
- Residents
- Community organizations
- Businesses
- Public safety agencies
- Arts and cultural institutions
- Civic stakeholders

APPENDIX L Civic Culture Measurement & Accountability Framework

CLI shall evaluate its initiatives through measurable indicators including:

- Civic participation
- Community engagement
- Educational outcomes
- Public art engagement
- Community belonging
- Volunteer participation
- Partnership development
- Civic culture indicators

- Resident perception measures

The Civic Culture KPI Matrix adopted by the Board shall serve as the primary measurement instrument for evaluating civic formation outcomes and community impact. Annual impact reports shall be presented to the Board.

APPENDIX M Governance Principles Charter

Chicago Lights Institute shall operate according to the following principles:

1. Stewardship
2. Integrity
3. Accountability
4. Transparency
5. Collaboration
6. Measured Impact
7. Community-Centered Responsibility

These principles shall guide all governance, financial, strategic, and programmatic decisions of the Institute.

FINAL SECTION

BOARD RESOLUTION OF ADOPTION

The foregoing **Bylaws and Governance Policies Manual** of the Chicago Lights Institute was duly adopted by the Board of Directors at a duly called meeting held on the 27 day of June, 2026, and shall remain in full force and effect until amended in accordance with the provisions contained herein.

CERTIFIED BY

BOARD CHAIR
Pastor Maurice Brown

Date 6/27/2026

ATTESTED BY

SECRETARY
MS. Isabel Gonzalez

Date 6/27/2026

HISTORY OF REVISION

Version	Date	Approved by	Description
1.0	2026	Board of Directors	Founding Governance Manual Adopted