

**BYLAWS
OF THE
DOWNTOWN NEIGHBORHOOD ASSOCIATION OF ELGIN**

An Illinois Not for Profit Corporation

STATEMENT OF PURPOSE

The purposes of the corporation are:

(a) to advance the commercial, civic, cultural, historic and general economic development of the City of Elgin, Illinois, by doing all things necessary to preserve, restore, improve, redevelop, revitalize, aid and assist the area described in the City of Elgin's Riverfront/Center City Master Plan adopted May 24, 2000, as amended from time to time (the "Center City Area");

(b) to advance the civic, cultural, historic and general welfare of the City of Elgin, Illinois;

(c) either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies, to do any and all lawful activities which may be useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, including among other things:

(i) to provide advice, support, and all other lawful forms of assistance, financial and otherwise, to such organization or such organizations organized and operated exclusively for the charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, located or locating within the corporate limits of the City of Elgin, Illinois;

(ii) to aid, encourage, support and assist other persons or organizations furnishing assistance to organizations located or locating within the corporate limits of Elgin, Illinois and such other persons or organizations seeking to develop and expand civic, cultural or commercial projects or enterprises in Elgin, Illinois;

(iii) to encourage the use of real property located within or in proximity to the Center City Area, in such manner as to forward the civic, cultural or economic welfare of the City of Elgin by doing all things necessary to improve, redevelop and revitalize property within such area; and

(iv) to aid and assist property owners, business owners, residential and commercial tenants to preserve, restore, improve, redevelop and revitalize property within or in proximity to the Center City Area.

ARTICLE I

PRESERVATION OF NOT-FOR-PROFIT PURPOSE

Notwithstanding any other provision of these Bylaws, the activities of the corporation shall be limited by the following restrictions:

- (a) The corporation shall be an independent, non-partisan, non-sectarian, not-for-profit entity;
- (b) The corporation shall not discriminate against any person because of race, color, sex, gender identification or gender preference, religion, age or national origin, or of physical or mental handicap;
- (c) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its Directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions as designated in Article 11, in furtherance of the purposes as set forth in these Bylaws;
- (d) All proceeds from the activities of the corporation shall be used by the corporation to pay current operating expenses and to advance the cause of the corporation. In no event shall any proceeds of the corporation be paid or given to any organization in contravention of the Internal Revenue Code.
- (e) No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene on behalf of any political campaign for any candidate for public office (including the publishing or distribution of statements on behalf of or against, any such campaign). Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law; or (ii) by a corporation whose contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.
- (f) The corporation shall not take any action that would cause it to cease to be qualified as a 501(c)(3) organization.

ARTICLE II

OFFICES

The principal office of the corporation shall be located within the Center City Area. The corporation may maintain additional offices at such other places as the Board of Directors may designate. The corporation shall have and continuously maintain within the State of Illinois a

registered office and a registered agent whose business office is identical with such registered office.

ARTICLE II

STAKEHOLDERS

The corporation shall have no Members. The corporation shall be operated for the benefit of its stakeholders. Stakeholders are those persons who are interested in developing a prosperous business and entertainment district in Elgin. Stakeholders include business owners, building owners and residents within the downtown Elgin footprint. Downtown Elgin is defined as Kimball Road (both sides) to the north, Dundee/Center/Villa (west side) to the east, State Street (both sides) to the west and National Street (both sides) to the south. The corporation will regularly solicit the participation and input of stakeholders.

We believe that all Elgin residents derive a benefit from a strong downtown and will also solicit input and participation from Elgin residents outside the downtown footprint.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be managed by or under the direction of its Board of Directors in a manner consistent with the purpose of the corporation set forth in the articles of incorporation. The Board of Directors serve without compensation for their services on the Board. The Board shall not establish compensation for the directors and officers for their services to the corporation, except that directors and officers may be reimbursed for expenses incurred in the performance of their duties to the corporation, in reasonable amounts as approved by an affirmative vote of a majority of the directors then in office and for the expenses for activities engaged in on behalf of the Board, including educational activities and marketing opportunities. The Board of Directors may establish compensation in reasonable amounts for agents and employees for services rendered, such amount to be fixed by the Board or, if the Board delegates power to any officer or officers, then by such officer or officers. The Board should reference available information for compensation paid by similarly situated organizations to establish reasonable compensation.

SECTION 2. NUMBER AND QUALIFICATIONS. The number of directors constituting the entire Board of Directors shall be not less than six (6) or more than eleven (11). The number of directors may be fixed or changed from time to time by the directors without further amendment to the Bylaws. All Directors appointed shall have an interest in forwarding the purposes of the corporation, have experience serving on a DNA committee for a minimum of 3 months and shall, insofar as possible, possess any one or more of the following qualifications:

- (a) Be an owner, operator or manager of a business within the Center City Area;
- (b) Maintain their primary residence within the Center City Area;
- (c) Be an owner of property within the Center City Area; or

- (d) Have particular knowledge, training or experience which would enable that Director to provide assistance to the Board of Directors and the staff in the redevelopment and revitalization of properties and businesses within the Center City Area.

SECTION 3. TENURE. The members of the Board of Directors shall be elected by the directors at the meeting of the Board in January of each year. At each November meeting, a committee appointed by the President, or if he fails to act by majority vote of the Board, to propose candidates to the Board to be voted on in January. The committee will provide at least two weeks notice to the Board of the proposed candidates and their qualifications to serve as Board members. At the time of his or her election, each director shall be assigned to Class A or Class B and the number of directors in each class will be fixed as determined by the Board of Directors. An effort shall be made to keep each class of directors of approximately equal size in order to stagger the terms of directors and achieve continuity of governance of the corporation. Each director shall hold office for a term of two years, except the Board of Directors elected at the organizational meeting in 2021 shall serve as follows:

- (a) Directors in Class A shall have their term expire in 2022 (and every two years thereafter); and

- (b) Directors in Class B shall have their term expire in 2023 (and every two years thereafter).

The term of a director elected as a result of an increase in the number of directors expires at the next annual meeting of the directors. A decrease in the number of directors does not shorten an incumbent director's term. The term of a director elected or appointed, as the case may be, to fill a vacancy expires at the next annual meeting of the directors at which his or her predecessor's term would have expired. There is no limit on the number of successive terms a director may serve.

SECTION 4. REGULAR MEETINGS. The Board of Directors shall meet at least quarterly to establish policy, review its accomplishments and transact such other business as may properly come before the meeting. An annual meeting of the Board of Directors shall be held in not more than 45 days after the beginning of each year for the election of officers and directors and for the transaction of such other business as may properly come before the meeting. All regular meetings of the Board of Directors shall be held at such time and at such places, within or without the State of Illinois, as shall be fixed by the Board of Directors and the schedule provided to all directors at least twice per year. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

SECTION 5. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the president or a majority of the directors then in office. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them.

SECTION 6. ATTENDANCE AND PARTICIPATION. All directors are expected to be physically present in person and to actively participate in meetings of the Board of Directors. When physical presence in person is not possible, the director who is unable to so attend must give written notice to the president or secretary at least twenty-four (24) hours in advance of the time set for the meeting and make arrangements, where practicable, to participate in the meeting by electronic means pursuant to Section 7 of this Article. Directors who consistently miss meetings may be removed from office.

SECTION 7. ELECTRONIC COMMUNICATIONS. Unless otherwise prohibited by law, a director may participate in and act at any meeting of the Board of Directors by means of a conference telephone or other similar communications equipment enabling all persons participating in the meeting to communicate with one another. Participation in such meeting shall constitute attendance and presence in person at the meeting of the director or directors so participating. All votes and all consents may be conveyed electronically by email, text, or by any other electronic means by which the person is identifiable.

SECTION 8. NOTICE. Notice of any special meeting of the Board of Directors shall be in writing and delivered to each director at least two (2) days before the day on which the meeting is to be held, except that no special meeting of directors may remove a director unless written notice of the proposed removal is delivered to all directors at least twenty (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 addressed to each director at his or her address as it appears on the records of the corporation, with sufficient first-class postage prepaid thereon. If given by electronic means, such notice shall be deemed to be delivered when transmitted by electronic means to each director at his or her e-mail address, facsimile number, or other contact information appearing on the records of the corporation. Notice of any special meeting of the Board of Directors may be waived in writing signed 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. 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 or by these Bylaws.

SECTION 9. QUORUM. A majority of the directors then in office 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.

SECTION 10. MANNER OF ACTING. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute or these Bylaws. No director may act by proxy on any matter. No individual director, in their capacity as director, may direct action by employees of the corporation, enter into any contract on behalf of the corporation or take any action on behalf of the corporation that has not been approved by a vote of the Board.

SECTION 11. VACANCIES. 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 unless a statute or these Bylaws provide that a vacancy or a directorship so created shall be filled in some other manner, in which case such provision shall control. A director elected or appointed, as the case may be, to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. When a vacancy on the Board exists, nominations for new directors may be received from present directors by the secretary at least two (2) days in advance of a Board meeting. The nominations shall then be delivered to present directors in accordance with Article III, Section 8 to be voted upon at the next Board meeting.

SECTION 12. RESIGNATION OF DIRECTORS. A director may resign at any time upon written notice to the secretary. A resignation is effective when the notice is delivered unless the notice specifies a future date. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date. A director may be removed with or without cause by a majority of the Board of Directors.

SECTION 13. REMOVAL OF DIRECTORS. One or more of the directors may be removed with or without cause at a meeting of the directors at which a quorum is present by the affirmative vote of three-fifths (3/5) of the directors present and voting, provided that written notice of such meeting is delivered to all directors entitled to vote on removal of directors. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only the named director may be removed at such a meeting.

SECTION 14. INFORMAL ACTION BY DIRECTORS. The authority of the Board of Directors may be exercised without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the directors entitled to vote with respect to the subject matter thereof. The action so taken shall be effective when all directors have approved the consent unless the consent specifies a different effective date. Consents may be signed electronically by email, text, or other electronic communication by which the director can be identified.

SECTION 15. COMPENSATION. The corporation shall not pay any compensation to directors for services to the corporation, except that directors may be reimbursed for expenses incurred in the performance of their duties to the corporation as directors and receive compensation for services to the corporation as employees, in reasonable amounts as approved by the affirmative vote of a majority of the directors then in office. The corporation may also pay for events or training that a director is requested to participate in as part of their activities as a director.

SECTION 16. CONFLICTS OF INTEREST. The Board of Directors shall avoid conflicts of interest. Transactions in which a director of the corporation is directly or indirectly a party may be undertaken only if all of the following are observed: (a) a material transaction is fully disclosed in the audited financial statements of the corporation; (b) such director is excluded from the discussion and approval of such transaction; (c) a competitive bid or comparable valuation exists; and (d) the Board of Directors has acted upon and demonstrated that the transaction is in the best interest of the corporation.

In a proceeding contesting the validity of a transaction described in this Section, the person asserting validity has the burden of proving fairness unless the material facts of the transaction and the director's interest or relationship were disclosed or known to the Board of Directors and the Board or committee authorized, approved or ratified the transaction by the affirmative vote of a majority of disinterested directors, even though the disinterested directors were less than a quorum.

The presence of a director who is directly or indirectly a party to the transaction described in this Section 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 then takes action on the transaction.

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; except that if a director is an officer or director of both parties to a transaction involving a grant or contribution, without consideration, from one entity to the other, that director is not "indirectly" a party to the transaction provided the director does not have a material financial interest in the entity that receives the grant or contribution.

SECTION 17. PRESUMPTION OF ASSENT. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporation matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE IV

OFFICERS

SECTION 1. OFFICERS AND QUALIFICATIONS. The officers of the corporation shall be a president, one or more vice presidents, a secretary and a treasurer, and such other officers as may be elected or appointed by the Board of Directors. All officers shall be members of the Board of Directors. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person. Unless otherwise required by law, an officer need not be a resident of the State of Illinois.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected or appointed annually by the Board of Directors at the regular annual meeting of the Board of Directors. The slate of candidates shall be created in November of each year and presented to the Directors for information not less than two weeks prior to the Board of Director meeting at which the election will be held. If the election of officers shall not be held at such

meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his or her successors shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided. Election or appointment of an officer shall not of itself create contract rights.

SECTION 3. VACANCIES. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. An officer appointed or elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office, and until his or her successor is elected and qualified.

SECTION 4. REMOVAL. Any officer or agent elected or appointed by the Board of Directors may be removed by a three-fifths (3/5) vote of the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Such removal will be at a special meeting called for such purpose. The notice of the meeting shall specify that a removal is on the agenda. The affected officer shall have the right to hear the reasons offered for their removal and have the opportunity to respond.

SECTION 5. RESIGNATION. Any officer may resign at any time by giving written notice to the Board of Directors. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Board of Directors.

SECTION 6. PRESIDENT. The president shall be the principal executive officer of the corporation. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of the corporation; he or she shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and, in general, he or she shall discharge all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors. He or she shall preside at all meetings of the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the Board of Directors or these Bylaws, he or she may execute for the corporation any contracts, deeds, mortgages, bonds or other instruments that the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. He or she may vote all securities that the corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the Board of Directors.

SECTION 7. VICE PRESIDENT. The vice president (or in the event there be more than one vice president, each of the vice presidents) shall assist the president in the discharge of his or her duties as the president may direct and shall perform such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors. In the absence of the president or in the event of his or her inability or refusal to act, the vice president (or in the

event there be more than one vice president, the vice presidents in the order designated by the Board of Directors, or by the president if the Board of Directors has not made such a designation, or in the absence of any designation, then in the order of seniority of tenure as vice president) shall perform the duties of the president, and when so acting, shall have the powers of and be subject to all the restrictions upon the president. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the Board of Directors or these bylaws, the vice president (or each of them if there are more than one) may execute for the corporation any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

SECTION 8. TREASURER. The treasurer shall be the principal accounting and financial officer of the corporation. He or she shall (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds and securities of the corporation, and be responsible therefor, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors. The Treasurer shall ordinarily sign all checks and drafts on behalf of the corporation. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

SECTION 9. 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 and provide copies of minutes to every board member within thirty days after a meeting; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be a custodian of the corporate records and of the seal of the corporation; (d) keep a register of the post office address of each member which shall be furnished to the secretary by such member; and (e) perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

SECTION 10. EXECUTIVE DIRECTOR. The Board of Directors has the power to employ and, in accordance with applicable law, to terminate the employment of an executive director. The executive director has the responsibility of managing the day-to-day affairs of the corporation and administering the programs and policies of the Board of Directors. The executive director will report directly to the Board of Directors and will keep the Board of Directors informed of his or her activities. The Board of Directors will stipulate the terms and conditions of employment for the executive director. Subject to budgetary constraints approved by the Board of Directors, the executive director may appoint and employ any professional and support staff or agents necessary to serve the Corporation. The Executive Director shall be an ad-hoc member of all committees. The Executive Director shall be the primary point of contact between the City of Elgin and the Organization and will be responsible for reporting business of the Organization to the City of Elgin in a manner consistent with the current PSA agreement.

The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or Advisory Council. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

SECTION 11. COMPENSATION OF OFFICERS, AGENTS AND EMPLOYEES. The corporation shall not pay any compensation to officers for services rendered to the corporation, except that officers may be reimbursed for expenses incurred in the performance of their duties to the corporation and receive compensation for services to the corporation as employees, in reasonable amounts as approved by the affirmative vote of a majority of the directors then in office. The corporation may pay compensation in reasonable amounts to agents and employees for services rendered, such amount to be fixed by the Board of Directors unless it delegates this authority to any officer or officers or the executive director. In determining appropriate compensation for employees, the Board will refer to available information on compensation paid by similarly situated organizations for similar work.

ARTICLE V

COMMITTEES, COMMISSIONS AND ADVISORY BOARDS

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 at least one director and such other persons as the Board of Directors designates, provided that a majority of each committee's membership are directors. 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 on it, him or her by law.

SECTION 2. AUTHORITY. 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; provided, however, that a committee may not: (a) adopt a plan for the distribution of the assets of the corporation or for dissolution; (b) fill vacancies on the Board of Directors or on any of its committees; (c) elect, appoint or remove any officer or director or member of any committee, or fix the compensation of any member of a committee; (d) adopt, amend, or repeal the bylaws or the articles of incorporation of the corporation; (e) adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the corporation; or (f) amend, alter, repeal or take action inconsistent with any resolution or action of the Board of Directors when the resolution or action of the Board of Directors provides by its terms that it shall not be amended, altered or repealed by action of a committee.

SECTION 3. STANDING COMMITTEES. The Board of Directors shall establish standing committees as may be deemed necessary and appropriate for the efficient functioning of

the Board of Directors. Standing committees may be committees of the Board, such as an Audit Committee or Executive Committee, or may consist of both Board members and community members and be dedicated to an activity or event deemed necessary and appropriate by the Board of Directors. A chairman of each standing committee shall be appointed by the President and approved by the Board of Directors. The President, with the consent of the Board of Directors shall have the authority to appoint members to that committee. Each standing committee shall have as a member at least one member of the Board of Directors. Each committee may conduct meetings. All committees, unless otherwise directed, shall report to the Board of Directors. Only decisions made by the Board of Directors will be binding by the corporation.

SECTION 4. COMMISSIONS OR ADVISORY BODIES. Commissions or advisory bodies not having and exercising the authority of the Board of Directors in the corporation may be designated or created by the Board of Directors and shall consist of such persons as the Board of Directors designates. A commission or advisory body may or may not have directors as members, as the Board of Directors determines. The commission or advisory body may not act on behalf of the corporation or bind it to any actions but may make recommendations to the Board of Directors or to the officers of the corporation.

SECTION 5. VOLUNTEERS. Volunteers supporting the work of the corporation shall be part of the committees, commissions and advisory bodies. The corporation will actively seek to include Stakeholders in such roles, and it is the intention of the corporation that Stakeholders will be actively involved in all aspects of the corporation's activities. Volunteers are not limited to Stakeholders. Any interested person approved by the corporation may serve as a volunteer. Volunteers may be removed at any time, with or without cause.

SECTION 5. TERM OF OFFICE. Each member of a committee, advisory board, or commission shall continue as such until the next annual meeting of the directors of the corporation and until his or her successor is appointed, unless the committee, advisory board or commission shall be sooner terminated, or has a shorter natural life determined by its specific purpose, or unless such member be removed from such committee, advisory board, or commission by the Board of Directors, or unless such member shall cease to qualify as a member thereof.

SECTION 6. CHAIR. One member of such committee, advisory board or commission shall be appointed chair.

SECTION 7. VACANCIES. Vacancies in the membership of any committee, advisory board or commission may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 8. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, advisory board or commission, a majority of the whole committee, advisory board or commission shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee, advisory board or commission.

SECTION 9. RULES. Each committee, advisory board or commission may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

SECTION 10. INFORMAL ACTION. The authority of a committee may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all the members entitled to vote. All meetings may be held electronically by any means by which the members can simultaneously hear and speak with one another.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, 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 evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and may be countersigned by the president or a vice president of the corporation.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4. GIFTS. The Board of Directors 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 VII

BOOKS AND RECORDS

The corporation shall keep at its principal office correct and complete books and records of account, the activities and transactions of the corporation, minutes of the proceedings of the Board of Directors and any committee of the corporation, and a current list of the directors and officers of the corporation and their residential addresses. Any of the books, minutes and records of the corporation may be in written form or in any other form capable of being converted into written form within a reasonable time. All books and records of the corporation may be

inspected by any director, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VIII

FISCAL YEAR

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

ARTICLE IX

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 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 person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE X

INDEMNIFICATION AND INSURANCE

To the full extent permitted by law, the corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise), against expenses (including attorneys' fees) judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; provided however, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, and unless, only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation 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, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized under this Section.

Any indemnification under this Section (unless ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth herein. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum so directs, by independent legal counsel in a written opinion.

The indemnification and advancement of expenses provided by this Section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested directors or otherwise, both as to the 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 has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

If the corporation has paid indemnity or has advanced expenses under this Section to a director, officer, employee or agent, the corporation shall report the indemnification or advance in writing to the directors entitled to vote with or before the notice of the next meeting of the directors entitled to vote.

The Board of Directors may purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Section.

The Board of Directors may purchase and maintain insurance on behalf of any person who is or was an employee, or agent of the corporation, or who is or was serving at the request of the corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Section.

In no case, however, shall the corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). Further, if at any time the corporation is deemed to be a private foundation within the meaning of Section 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute as an act of self-dealing or a taxable expenditure, as defined in Sections 4941(d) or 4945(d), respectively, of the Code.

If any part of this Section shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE XI

LOANS TO DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Except as permitted by Article X, the corporation shall not make any loans to directors, officers, employees and agents of the corporation.

ARTICLE XII

MANDATORY DISPUTE RESOLUTION

In the event of any deadlock, claim or other dispute among the directors, officers, employees, or volunteers of the corporation arising from or related to these Bylaws or the corporation which is not resolved within thirty (30) days of notice from one party to all other interested parties, then such deadlock, claim or other dispute shall be settled by mediation and, if necessary, legally binding arbitration conducted by a conciliation or alternative dispute resolution service appointed by the applicable parties or if, within ten (10) days after such notice, the applicable parties have not agreed on such appointment, as appointed by the corporation's legal counsel. The parties will be subject to arbitration if mediation does not resolve the claim or dispute within thirty (30) days after the appointment of the mediator. Judgment upon an arbitration decision may be entered in any court otherwise having jurisdiction. The parties hereto understand that these methods shall be the sole and exclusive remedy for any such claim or dispute arising from or related to these Bylaws or the corporation and expressly waive their right to file a lawsuit in any civil court or proceeding in any administrative body against one another for such claims or disputes, except to enforce an arbitration decision. Any costs incurred hereunder shall be paid equally by the parties involved in the procedure.

ARTICLE XIII

ELECTRONIC TRANSMITTALS

For purposes of these bylaws, actions required to be "written", to be "in writing", to have "written consent", to have "written approval" and the like by or of directors or committee members shall include any communication transmitted or received by electronic means. Any copy, facsimile telecommunication, or other reliable reproduction of the writing or transmission may be substituted or used in lieu of the original writing or transmission for any and all purposes for which the original writing or transmission could be used, provided that the copy, facsimile telecommunication, or other reproduction shall be a complete reproduction of the entire original writing or transmission.

ARTICLE XIV

FEES AND ACCESS TO SERVICES

The corporation, being organized and operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or a corresponding provision of any future United States Internal Revenue law), shall strive to make its services and products available to the appropriate stakeholders and the general public without undue obstacles to access, and to encourage access and participation.

ARTICLE XV

AMENDMENTS

The power to alter, amend or repeal the Bylaws or adopt new bylaws shall be vested in the Board of Directors and may be effected by a three-fifths (3/5) vote of the Board. The articles of incorporation may be amended by a three-fifths (3/5) vote of the Board of Directors. Such action may be taken at a regular or special meeting, provided written notice containing the substance of any alteration, amendment, repeal or new bylaw has been given to each director at least ten (10) days prior to the meeting at which such action is to be taken. The Bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law, the articles of incorporation or the corporation's tax-exempt purpose.

ARTICLE XVI

DISSOLUTION AND WINDING UP

The power to dissolve or merge the corporation shall be vested in the Board of Directors and may be effected by a three-fifths (3/5) vote of the Board. The Board will authorize representative(s) to wind up the affairs of the corporation. In the event the Board of Directors ceases to function and is not available to act, any person authorized by law may wind up the affairs of the corporation and dissolve the corporation. Upon the dissolution of the corporation the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, distribute all the assets of the corporation exclusively for the purposes of the corporation in such manner; to a local tax qualified organization with purposes that are consistent with the purposes of the corporation. If there are no local organizations with a consistent purpose, to the federal government, or to a state or local government for a public purpose or to such organization or such organizations organized and operated exclusively for the charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law; or to an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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.

Duly adopted by the Board of Directors effective as of 3-15-21
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