

BY-LAWS

of

WILDSTANG ROBOTICS SUPPORT ASSOCIATION

an Illinois not for profit corporation

(Adopted December 3, 2014)

(Amended June 14, 2018)

ARTICLE I

Name

SECTION 1. NAME. The name of the Corporation governed by and in acceptance of the bylaws enumerated herein shall be known as the Wildstang Robotics Support Association (the "Corporation").

ARTICLE II

Corporate Purposes and Limitations

SECTION 1. CORPORATE PURPOSE. The purposes for which the Corporation is organized are to use and apply the funds, assets and income of the Corporation from time to time and in such manner as the Board of Directors or such persons designated by the Board of Directors may determine, exclusively for charitable, scientific, literary, or educational purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal income tax laws (the "Code"). More specifically, the Corporation is organized to aid, support, and assist the Wildstang Robotics Team (the "Team") from the high schools of Illinois Township High School District 214 by financially supporting: 1) the travel of the Team's student members and mentors to robotics competitions; 2) the purchase of equipment and tools to help further the educational pursuits of the Team and its student members; 3) college scholarships for Team members attending college; and 4) other endeavors undertaken by the Team in furtherance of the foregoing.

SECTION 2. LIMITATIONS. (a) *Inurement of Income*. No part of the net earnings of the Corporation will inure to the benefit of, or be distributed to, its directors, trustees, 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 in furtherance of the purposes set above.

(b) *Lobbying and Political Activities*. No substantial part of the activities of the Corporation shall be the dissemination of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. The Corporation will be an apolitical, non-sectarian organization, and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election, or

appointment of any candidate for public office in any city, village, county, township, state,

nation, or any political election. Individual members are prohibited from any claims on the endorsement of the Corporation for any such activities.

(c) *Operational Limitations.* Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under income section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal Revenue Law) or (b) by a Corporation, 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).

(d) *Dissolution Clause.* Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation out of the assets of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organizations as shall at the time qualify as tax-exempt organizations under Code Section 501(c)(3) (or corresponding section of any future federal tax laws), as the Board of Directors shall determine. Any 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 the purposes of the Corporation or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III Offices

SECTION 1. REGISTERED OFFICE. The Corporation shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such office.

SECTION 2. OTHER OFFICES. The Corporation may have other offices either within or without the State of Illinois, as the Board of Directors may designate or as the business of the Corporation may from time to time require.

ARTICLE IV Members

SECTION 1. MEMBERS PROHIBITED. The Corporation shall have no members.

SECTION 2. EFFECT OF PROHIBITION. Any action which by statute would require notice to, the presence of, or the vote, consent, approval or other action by the members shall only require notice to, the presence of, or the vote, consent, approval or other action by the Board of Directors.

SECTION 3. ASSOCIATES. Nothing in this Article IV shall be construed as limiting the right of the Corporation to refer to persons associated with it as "members," even though such

persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 101.80 of the Illinois General Not For Profit Act of 1986 (the "Act") or corresponding section of any subsequent law. The Corporation may confer by amendment of these By-Laws some or all of the rights of a member as set forth in the Act on any person or persons who do not have the right to vote on changes to the Corporation's Articles of Incorporation, or on a merger, consolidation, or dissolution of the Corporation, or on a distribution of the Corporation's assets, or on a sale, lease, exchange or mortgage of assets, but no such person shall be a member within the meaning of Section 101.80 of the Act.

ARTICLE V
Board of Directors

SECTION 1. GENERAL POWERS. The affairs of the Corporation shall be managed by the Board of Directors.

SECTION 2. NUMBER. The number of Directors of the Corporation shall not exceed TEN (10). The number of directors may be increased or decreased from time to time by the amendment of this Section 2, but no decrease shall have the effect of shortening the term of any incumbent director.

SECTION 3. TERM OF OFFICE. Directors terms shall be two years and may be elected to no more than two consecutive terms.

SECTION 4. QUALIFICATIONS. Directors need not be residents of State of Illinois.

SECTION 5. NOMINATION. Any person qualified to be a director shall be nominated for election by the Board of Directors or a committee thereof.

SECTION 6. ELECTION. The initial Board of Directors shall be named in the Corporation's Articles of Incorporation. Thereafter, the directors shall be elected from the nominees designated as provided in Section 5 at the regularly scheduled annual meeting of the Board of Directors, as prescribed by Section 10 of this Article V. The nominees receiving the highest number of votes up to the number of directors to be elected at such meeting shall be elected. Directors shall be eligible for re-election provided they continue to meet the qualifications required by Section 4 of this Article V, if any.

SECTION 7. COMPENSATION. The directors shall serve without compensation provided, however, that the Corporation may reimburse a director for his or her reasonable expenses if approved by the affirmative vote of the majority of the directors then in office.

SECTION 8. RESIGNATION AND REMOVAL OF DIRECTORS. Any director may resign by giving written notice to the President, the Secretary, or the Board of Directors. A resignation shall be effective upon the giving of written notice, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time to take office when a resignation becomes effective. A director shall not resign where the Corporation would be left without a duly elected director in charge of its affairs.

A director may be removed with or without cause by the affirmative vote of a majority of the directors then in office present and voting at a meeting of the Board of Directors at which a quorum is present.

SECTION 9. VACANCIES. A vacancy or vacancies in the Board shall be deemed to exist in the case of death, resignation, or removal of any director or an increase in the number of directors. Vacancies in the Board shall be filled by the affirmative vote of a majority of the remaining directors, although less than a quorum, or by a sole remaining director. Each director so elected shall hold office until the expiration of the term of the replaced director and until a successor has been elected and qualified.

SECTION 10. PLACE OF MEETING. Meetings of the Board shall be held at any place within or without the State of Illinois as designated from time to time by the Board.

SECTION 11. REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held in June of each year without other notice than these By-Laws for the purpose of electing the officers and directors of the Corporation and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. 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 12. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting called by them.

SECTION 13. NOTICE OF SPECIAL MEETING. Notice of any special meeting of the Board of Directors shall be given at least five (5) days previous thereto by written notice delivered personally or by mail, fax, graphic scanning, e-mail, or other communication system, to the mailing address, e-mail address, facsimile number, or other contact information appearing on the records of the Corporation.

If mailed, notice shall be deemed to have been delivered two (2) days after it is deposited in the United States mail, with postage thereon prepaid. If notice is given by fax, graphic scanning, e-mail or other communication system, such notice shall be deemed to be delivered when transmitted.

Notwithstanding the above, notice of any special meeting of the Board of Directors to remove a director shall be given at least twenty (20) days prior thereto by written notice delivered personally or by mail, fax, graphic scanning, e-mail, or other communication system, to the mailing address, e-mail address, facsimile number, or other contact information appearing on the records of the Corporation.

SECTION 14. WAIVER OF NOTICE. Notice of any 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 where 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 By-Laws.

SECTION 15. QUORUM. A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board, 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 16. 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, the Articles of Incorporation or these By-Laws, and provided that in no event shall any such act of a majority be made by less than a minimum of three directors, except as provided under Article V, Section 9, above. (Per Illinois statute, no director may act by proxy on any manner, but see Section 18 below for participation by telephone.)

SECTION 17. INFORMAL ACTION BY DIRECTORS. Any action required by the Act to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent, in writing, setting forth the action so taken, is approved in writing by all of the directors and all of the non-director committee members entitled to vote on the matter.

SECTION 18. TELEPHONIC MEETINGS. Unless specifically prohibited by the Articles of Incorporation or these By-Laws, members of the Board of Directors or of any committee of the Board may participate in and act at any meeting of such Board or committee through use of a telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such meetings shall constitute attendance in person at the meeting of the person or persons so participating.

SECTION 19. PRESUMPTION OF ASSENT. A director 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 into the minutes of the meeting or unless he or she shall file his or her dissent to such action with the person acting as secretary of such meeting before the adjournment thereof or shall forward such dissent by

registered or certified mail to the Secretary 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 VI Officers

SECTION 1. OFFICERS. The officers of the Corporation shall be a President, one or more Vice Presidents, a Treasurer, a Secretary, and such Assistant Treasurers, Assistant Secretaries or other officers as may be appointed by the Board of Directors. Officers whose authority and duties are not prescribed in these By-Laws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices other than the offices of President and Secretary may be held by the same person.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the Corporation shall be appointed annually by the Board of Directors at the regular annual meeting of the Board. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor 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 provided in Section 3 of this Article VI. Election of an officer shall not of itself create contract rights.

SECTION 3. REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by 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.

SECTION 4. PRESIDENT. The President shall be the principal executive officer of the Corporation. Subject to the direction and control of the Board of Directors, the President shall be in charge of the business and affairs of the Corporation, 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, shall discharge all duties incident to the Office of President and such other duties as may be prescribed by the Board of Directors. The President 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 By-Laws, the President may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and 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. The President may vote all securities which 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 5. VICE PRESIDENT. The Vice President (or the Vice Presidents in the event there is more than one) 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 the President's inability or refusal to act, the Vice President, or in the event there be more than one Vice President, each Vice President 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 their seniority of tenure), shall perform the duties of the President and when so acting, shall have all 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 By-Laws, the Vice President (or any of them if there is 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 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 6. TREASURER. The Treasurer shall be the principal accounting and financial officer of the Corporation. The Treasurer shall have charge of and be responsible for the maintenance of adequate books of account for the Corporation; have charge and custody of all funds and securities of the Corporation, and be responsible therefor, and for the receipt and disbursement thereof; and perform all the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. 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 7. SECRETARY. The Secretary shall record the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the Corporation; keep a register of the post office address of each director which shall be furnished to the Secretary by such director; and perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

SECTION 8. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. The Assistant Treasurers and Assistant Secretaries shall perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the President or the Board of Directors. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

SECTION 9. APPOINTIVE OFFICERS. The President may appoint other officers and agents on a division basis or otherwise, as such divisions or other operating units are created by the Board of Directors, and such other officers and agents shall receive such compensation, have

such

tenure and exercise such authority as the President shall specify. All appointments made by the President hereunder and all the terms and conditions thereof must be reported to the Board of Directors. No appointive officer shall have any contractual rights against the Corporation for compensation by virtue of such appointment beyond the date of the appointment of his or her successor, or his or her death, resignation, or removal, whichever event shall first occur, except as otherwise provided in an employment contract or under an employee deferred compensation plan.

SECTION 10. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed by these By-Laws for regular election or appointment to such office, provided that such vacancy shall be filled when it occurs and not on an annual basis.

SECTION 11. SALARIES. The officers of the corporation shall serve without compensation provided, however, that the Corporation may reimburse a director for his or her reasonable expenses if approved by the affirmative vote of the majority of the directors then in office.

ARTICLE VII

Committees, Commissions and Advisory Bodies

SECTION 1. COMMITTEES OF DIRECTORS. The Board of Directors by resolution adopted by a majority of the directors in office, may designate one or more committees. Each committee shall consist of two or more directors, a majority of its members shall be directors, and all committee members shall serve at the pleasure of the Board. A committee, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. However, no such committee shall have the authority of the Board of Directors with respect to:

- a. amending, altering or repealing the By-Laws;
- b. electing, appointing or removing any member of any such committee or any director or officer of the Corporation;
- c. amending the Articles of Incorporation;
- d. adopting a plan of merger or adopting a plan of consolidation with another corporation;
- e. authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation;
- f. authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor;
- g. adopting a plan for the distribution of the assets of the Corporation; or

h. amending, altering, repealing or taking action inconsistent with any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

The designation and appointment of any 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 or him or her by law.

SECTION 2. 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 by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such Commission or Advisory Body may be, but need not be, directors or officers of the Corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

SECTION 3. TERM OF OFFICE. Each member of a committee, commission or advisory board shall continue as such until the next annual meeting of the Board of Directors of the Corporation and until his or her successor is appointed, unless the committee, commission or advisory board shall be sooner terminated, or unless the authorizing resolution provides a specific term for such committee, commission or advisory board membership, or unless such member be removed from such committee, commission or advisory board, or unless such member shall cease to qualify as a member thereof.

SECTION 4. CHAIRMAN. One member of each committee, commission or advisory board shall be appointed chairman.

SECTION 5. VACANCIES. Vacancies in the membership of any committee, commission or advisory board may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, commission or advisory board, a majority of the whole committee, commission or advisory board 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, commissioner or advisory board.

SECTION 7. RULES. Each committee, commission or advisory board may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

SECTION 8. INFORMAL ACTION. The authority of a committee, commission or advisory board may be exercised without a meeting if a consent setting forth the action taken is evidenced by one or more written approvals, each of which sets forth the action taken and provides a written record of approval.

ARTICLE VIII
Board of Trustees

The Corporation may have a Board of Trustees. The Trustees shall be appointed by and shall serve at the pleasure of the Board of Directors. The Trustees shall have the authority and perform the duties as prescribed from time to time by the Board of Directors.

ARTICLE VII
Indemnification

SECTION 1. THIRD PARTY PROCEEDINGS. The Corporation shall 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 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. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. PROCEEDINGS BY THE CORPORATION. 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 or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit, 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, provided 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, unless, and 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.

SECTION 3. SUCCESSFUL DEFENSE. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article VII or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith, if that person 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.

SECTION 4. DETERMINATION OF STANDARD OF CONDUCT. Any indemnification under Sections 1 or 2 of this Article VII (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon the 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 in Sections 1 or 2. Such determination shall be made (1) by the Board by a majority vote of a quorum consisting of directors who are not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion. Such determination shall be made with respect to a person who is a director or officer at the time of the determination: (1) by the majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, (2) by a committee of the directors designated by a majority vote of the directors, even though less than a quorum, designated by a majority vote of such directors, or (3) if there are no such directors, or if the directors so direct, by independent legal counsel in a written opinion.

SECTION 5. ADVANCE PAYMENT. Expenses, (including attorneys fees) incurred by a director, officer, employee or agent of the Corporation 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 such person is entitled to be indemnified by the Corporation as authorized in Article VIII of the By-Laws. Such expenses (including attorney's fees) incurred by former directors and officers or other employees and agents of the Corporation or by persons serving at the request of the Corporation as directors, officers, employees or agents of another corporation, partnership, joint venture, trust or other enterprise may be so paid on such terms and conditions, if any, as the Corporation deems appropriate.

SECTION 6. CONSTRUCTION OF THIS ARTICLE. The right of indemnification and advancement of expenses provided by or granted under Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any By-law, agreement, vote of disinterested directors, or otherwise, both as to action in such persons official capacity and as to action in another capacity while holding such office. A right to indemnification or to advancement of expenses arising under a provision of the Articles of Incorporation or a by-law shall not be eliminated or impaired by an amendment to such provision after the occurrence of the act or omission that is the subject of the civil, criminal, administrative or investigative action, suit or proceeding for which indemnification or advancement of expenses is sought, unless the provision in effect at the time of such act or

omission explicitly authorized such elimination or impairment after such act or omission has occurred. The indemnification and advancement of expenses provided by or granted under Article VII shall, unless otherwise provided when authorized or ratified, 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 that person.

SECTION 7. INSURANCE. The Corporation may purchase and maintain insurance on behalf of any person who 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 any liability asserted against, and incurred by, such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article VII.

ARTICLE VIII Fiscal Year

The fiscal year of the Corporation shall be set by resolution of the Board of Directors.

ARTICLE IX 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 By-Laws, 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 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 X
Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by a director, or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI
Seal

The Corporation may use a corporate seal which may be altered at pleasure, by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced. 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 instruction thereof, and the use of the corporate seal is not mandatory.

ARTICLE XII
Waiver of Notice

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or the By-Laws 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 XIII
Order of Business

The rules contained in the current edition of Robert's Rule of Order Newly Revised shall govern all meetings of the corporation to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order that might be adopted.

ARTICLE XIV
Amendments

The power to alter, amend, or repeal the By-Laws or to adopt new By-Laws shall be vested in the Board of Directors. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE XV
Action by Electronic Means

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 communication transmitted or received by electronic means.

For purposes of these bylaws (i) an e-mail sent from a person's e-mail address on record with the Corporation Secretary shall be deemed signed by the person and (ii) an e-mail sent from an e-mail address other than that on record with the Corporation Secretary shall be deemed signed by the person if the language and context enables the person to be identified with reasonable certainty. Provided, a person may file with the Corporation Secretary a written request that only electronic communications from the person bearing the specified e-signature be considered signed by the person, and after such request is made and a sample of the e-signature is provided the Corporation Secretary, such request shall govern.

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