

**BYLAWS
OF
PRAIRIE STATE CONSERVATION COALITION**

**ARTICLE I
Offices and Registered Agent**

The Corporation shall continuously maintain in the State of Illinois a registered office and a registered agent. The principal office and the registered agent of the Corporation may be changed by the Board of Directors.

**ARTICLE II
Purposes and Powers**

SECTION 1. PURPOSES. The Corporation is organized exclusively for charitable, educational and scientific purposes to assist land trusts, land owners and communities in their efforts to protect Illinois land and water resources.

SECTION 2. POWERS. The Corporation shall have such powers as are now or may hereafter be granted by the General Not-For-Profit Corporation Act of the State of Illinois.

**ARTICLE III
Members**

SECTION 1. DEFINITION OF MEMBERS AND DONORS. Members are entities that support the purposes of the Corporation. Donors are non-voting individuals from the general population who support the purpose of the Corporation. There shall be two classes of membership as follows:

LAND TRUST MEMBERS who represent not-for-profit conservation organizations. Under these bylaws a Land Trust is a nonprofit organization operating in Illinois that, as all or part of its mission, actively works to conserve land by undertaking land or conservation easement acquisition or by its stewardship of such land or easements.

CORPORATE AND GOVERNMENTAL MEMBERS who represent entities other than eligible land trust members.

SECTION 2. VOTING RIGHTS. Only Land Trust Members shall be entitled to vote. Land Trust Members shall be entitled to one vote per organization on each matter submitted to a vote of the members.

SECTION 3. TERMINATION OF MEMBERSHIP. The Board of Directors by affirmative vote of two thirds of all of the members of the Board may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership or suspend or expel any member who shall be in default in the payment of dues, if any.

SECTION 4. RESIGNATION. Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

SECTION 5. REINSTATEMENT. Upon written request signed by a former member and filed with the secretary, the Board of Directors may, by the affirmative vote of two thirds of the members of the Board, reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

SECTION 6. TRANSFER OF MEMBERSHIP. Membership in this Corporation is not transferable or assignable.

SECTION 7. NO MEMBERSHIP CERTIFICATES. No membership certificates of the Corporation shall be required.

ARTICLE IV Meetings of Members

SECTION 1. ANNUAL MEETING. The date of the annual meeting of the members shall be determined each year by the Board of Directors. The purpose of the meeting will be to elect Directors and for the transaction of such other business as may come before the meeting. If the Board of Directors does not set the annual meeting, by default the annual meeting shall be held the second Saturday in the month of June.

SECTION 2. SPECIAL MEETING. Special meetings of the members may be called either by the president or the Board of Directors, or by not less than 1/5 of the members having voting rights, for the purpose or purposes stated in the call of the meeting.

SECTION 3. PLACE OF MEETING. The Board of Directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Illinois.

SECTION 4. NOTICE OF MEETINGS. Notice stating the place, date, and hour of any meeting of members shall be delivered in writing either personally or mailed, in electronic format, including email or facsimile, or by telephoning each member entitled to vote at such meeting not less than 14 nor more than 60 days before the date of such meeting, or, in the case of a removal of one or more directors, a merger, consolidation, or dissolution, or a sale, lease, or exchange of assets, not less than 20 nor more than 60 days before the date of the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. If notice is delivered in an electronic format, acknowledgment to the notice by the recipient is required. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

SECTION 5. INFORMAL ACTION BY MEMBERS. Any action required to be taken at a meeting of the members of the Corporation, or any other action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed either (a) by all the members entitled to vote with respect to the subject matter thereof or (b) by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voting. If such consent is signed by less than all of the members entitled to vote, then such consent shall become effective only (a) if, at least five days prior to the effective date of such consent, a notice in writing of the proposed action is delivered to all of the members entitled to vote with respect to the subject matter thereof, and (b) if, after the effective

date of such consent, prompt notice in writing of the taking of the corporate action without a meeting is delivered to those members entitled to vote who have not consented in writing.

SECTION 6. FIXING OF RECORD DATE. For the purpose of determining the members entitled to notice of or to vote at any meeting of members, or in order to make a determination of members for any other proper purpose, the board of directors of the corporation may fix in advance a date as the record date for any such determination of members, such date in any case to be no more than 60 days and, for a meeting of members, not less than 5 days, or in the case of a merger, consolidation, or dissolution or a sale, lease, or exchange of assets, not less than 20 days before the date of such meeting. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is delivered shall be the record date for such determination of members. When determination of members entitled to vote at any meeting of members has been made, such determination shall apply to any adjournment of the meeting.

SECTION 7. QUORUM. A majority of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of members. If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting shall be the act of the members, unless the vote of a greater number is required by the General Not For Profit Corporation Act, the Articles of Incorporation, or these Bylaws. Withdrawal of a member from any meeting shall not cause failure of a duly constituted quorum at a meeting.

SECTION 8. PROXIES. Each member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him or her by proxy, but no such proxy shall be voted or acted on after 11 months from its date, unless the proxy provides for a longer period.

SECTION 9. VOTING. Only Land Trust Members shall be entitled to vote. Land Trust Members shall be entitled to one vote per organization in each matter submitted to vote at a meeting of members. Each voting member may vote either in person or by proxy as provided in Section 8 of this Article.

SECTION 11. VOTING BY BALLOT. Voting on any question or in any election may be by voice unless the chair of the meeting shall order or any member shall demand that voting be by ballot.

ARTICLE V

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.

SECTION 2. NUMBER, TENURE, AND QUALIFICATIONS. The number of Directors shall be a range between 11- 15. If the number of directors falls below 11, the work of the Board shall continue as identified in these by-laws while the positions are filled as quickly as possible. Each Director shall hold office for a term of three years. Members of the Board shall take office immediately upon election. A Director shall not serve more than two consecutive terms, or six consecutive years. Any individual who has reached this term limitation may be renominated to serve on the Board after one year's absence from the elected position of Director. Each Director shall hold office until the next annual meeting of members and until his or her successor shall have been elected and qualified. To qualify as a Director, one shall be a staff member or member of the Board of Directors of a not for profit conservation organization having Land Trust Membership to the Corporation. The Board of Directors shall, to the extent practical, be made up of persons residing in various regions of the State of Illinois. The number of Directors may be decreased to not fewer than three or increased to any number from time to time by amendment of this Section. No

decrease shall have the effect of shortening the term of an incumbent Director. At the option of the Board of Directors, the terms of Directors may be staggered.

SECTION 3. REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held without other notice than these Bylaws immediately after, and at the same place as, the annual meeting of members. 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 4. 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 of the Board called by them.

SECTION 5. NOTICE. Notice of any regular or special meeting of the Board of Directors shall be given at least 14 days previous thereto by written notice to each Director at his or her address as shown by the records of the Corporation 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 20 days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given in electronic format, including email or facsimile, such notice shall be deemed to be delivered when the recipient acknowledges receipt. 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 6. QUORUM. A majority of the Board of Directors then serving 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 7. 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, these Bylaws, or the Articles of Incorporation. No Director may act by proxy on any matter.

SECTION 8. 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. A Director appointed to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. The period of time served to fill a vacancy shall not be included in a board member's term limitation.

SECTION 9. RESIGNATION AND REMOVAL OF DIRECTORS. A Director may resign at any time upon written notice to the Board of Directors. A Director may be removed with or without cause, as specified by statute. Any member of the Board, who fails to attend three consecutive Board meetings without an acceptable excuse, as determined by a two-thirds majority vote of the Board, shall be removed from office. The Board shall provide the affected member with written notice of his/her removal. The Board member may appear to argue his/her case but shall not be allowed to vote on the issue.

SECTION 10. INFORMAL ACTION BY DIRECTORS. The authority of the Board of Directors may be exercised without a meeting if consent in writing, setting forth the action taken, is signed by all of the Directors entitled to vote.

SECTION 11. COMPENSATION. Directors shall serve without pay or other compensation, but may, by resolution of the Board of Directors, be reimbursed for expenses incurred in the performance of their duties.

SECTION 12. 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 he or she votes against such action or abstains from voting because of an asserted conflict of interest. Any dissent or abstention shall be entered in the minutes of the meeting.

SECTION 13. CONFLICT OF INTEREST. Members of the Board shall not conduct private business in any manner which places them at a special advantage because of their association with the Corporation. In providing advice to the Corporation involving transactions of a nature which may be related to the business or profession of a member, the quality and cost of services shall be managed in an objective and customarily competitive manner. In case of a clear conflict of interest, the member of the Board will be excused from voting on such items. The Board may adopt a separate conflict of interest policy if the board determines, in its sole and absolute discretion that such a policy is in the best interest of the Corporation.

ARTICLE VI

Officers

SECTION 1. OFFICERS. The officers of the Corporation shall be a president, a vice- president, a treasurer, a secretary, and such other officers as may be elected or appointed by 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.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. 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, until his or her death, or until he or she shall resign or shall have been removed in the manner hereinafter provided. 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, 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 members and 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.

SECTION 5. VICE PRESIDENT. The Vice President 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 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 shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions on 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 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.

SECTION 6. 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 therefore, 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. 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 (a) record the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these 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 8. ASSISTANTS AND ACTING OFFICERS. The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever it is impracticable for such officer to act personally. Such assistants or acting officers appointed by the Board of Directors shall have the power to perform all duties of the office to which he or she is so appointed to be assistant, or as to which he or she may be appointed to act, except as such power may otherwise be defined or restricted by the Board of Directors.

SECTION 9. SALARIES. The officers shall not receive compensation or other compensation, but may, by resolution of the Board of Directors, be reimbursed for expenses incurred in the performance of their duties.

ARTICLE VII
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 two or more Directors and such other persons as the Board of Directors designates. The committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it, 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 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 3. TERM OF OFFICE. Each member of a committee, advisory board, or commission 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, advisory board, or commission shall be sooner terminated, 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 4. CHAIR. One member of each committee, advisory board, or commission shall be appointed chair by the President with Board consent.

SECTION 5. 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 6. 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 7. 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 8. 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.

ARTICLE VIII
Contracts, Checks, Deposits, and Funds

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers or 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 or 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 the 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, but no contribution, gift, bequest, or devise shall be received and accepted if it is conditioned or limited in a manner which is inconsistent with the purposes of the Corporation or maintenance of its tax-exempt status.

SECTION 5. LOANS. No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors.

ARTICLE IX Books and Records

The Corporation shall keep correct and complete books and records of account. It shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE X Fiscal Year

The fiscal year of the Corporation shall be January 1st to December 31st of each year.

ARTICLE XI Dissolution

Upon 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, convey all of the assets of the Corporation to another not-for-profit conservation organization as determined by a majority vote of the Board of Directors.

ARTICLE XII Dues

SECTION 1. ANNUAL DUES. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by members of each class.

SECTION 2. PAYMENT OF DUES. Dues shall be payable to the Corporation no later than January 31 of each year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the fiscal year of the Corporation.

SECTION 3. DEFAULT AND TERMINATION OF MEMBERSHIP. When any member of any class shall be in default in the payment of dues for a period of two months from the beginning of the period for which such dues became payable, his or her membership may thereupon be terminated by the Board of Directors in the manner provided in Article II of these Bylaws.

ARTICLE XIII
Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE XIV
**Indemnification of Officers, Directors,
Employees and Agents**

SECTION 1. INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE CORPORATION. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to or witness in any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or 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 such person in connection with such action, suit, or proceeding, if such 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 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, or 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 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 the person had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to or witness in 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 such person is or was a director, officer, employee, or agent of the corporation, or 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) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such 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, 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. RIGHT TO PAYMENT OF EXPENSES. 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, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

SECTION 4. DETERMINATION OF CONDUCT. Any indemnification under Sections 1 and 2 of this Article (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 in Sections 1 or 2 of this Article. Such determination shall be made (a) 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 (b) 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.

SECTION 5. PAYMENT OF EXPENSES IN ADVANCE. 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 entitled to be indemnified by the Corporation as authorized in this Article.

SECTION 6. INDEMNIFICATION NOT EXCLUSIVE. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any contract, agreement or otherwise, both as to 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.

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 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 Article.

SECTION 8. NOTICE TO MEMBERS. If the Corporation has paid indemnity or has advanced expenses under this Article to a director, officer, employee, or agent, the Corporation shall report the indemnification or advance in writing to any members entitled to vote with or before the notice of the next meeting of the members entitled to vote.

SECTION 9. REFERENCES TO CORPORATION. For purposes of this Article, references to "the Corporation" shall include, in addition to the surviving Corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger that, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees, or agents, so that any person who was a director, officer, employee, or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving Corporation as such person would have with respect to such merging corporation if its separate existence had continued.

SECTION 10. OTHER REFERENCES. For purposes of this Article, references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the Corporation” shall include any service as a director, officer, employee, or agent of the corporation that imposes duties on or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the corporation” as referred to in this Article.

SECTION 11. APPLICABILITY. The foregoing provisions of this Article shall be deemed to be a contract between the Corporation and each Director and Officer who serves in such capacity at any time while this Article and the relevant provisions of the Illinois General Not For Profit Corporation Act and other applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing, with respect to any state of facts then or theretofore existing, or any action suit, or proceeding theretofore, or thereafter brought or threatened based in whole or in part on any such state of facts.

ARTICLE XV

Amendments

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors. No alteration or amendment to the Articles of Incorporation of the Corporation, or to these By-laws, shall be effective unless approved by no less than two-thirds (2/3) of the Directors present. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given no less than 14 days before the meeting date. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

Approved February 6, 2009