

AMENDED AND RESTATED BYLAWS
OF
THE HUMAN DEVELOPMENT FOUNDATION OF NORTH AMERICA

PREAMBLE

The Incorporators of the "The Human Development Foundation of North America" have organized the Corporation as an Illinois Not for Profit Corporation to promote health, education, and welfare by promoting literacy and primary health care wherever there is need. The corporation shall give financial and technical assistance to other not-for-profit organizations both in the United States and abroad pursuing these same goals, as well as direct assistance to individuals, associations, and companies who can benefit from such assistance. The corporation shall strive to integrate these national organizations, including the corporation, into a Global Enterprise, consisting of a worldwide network of organizations and services operating under a common Board of Governors.

ARTICLE I

SECTION 1.1 OFFICES. The corporation shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or without the state.

SECTION 1.2. GOVERNANCE. The overall operations and financial management of the corporation in Illinois and the United States shall be governed by a Board of US Members (the "US Members" or "Members"), which shall be elected and shall conduct business as provided in Articles II and III hereof. The relationship of the corporation to organizations organized and established outside the United States, and the coordination of an overall Global Enterprise including the corporation and certain affiliated non-US organizations ("Affiliated Organizations"), shall be governed by the Board of Directors (also known and referred to herein as the "Board of Governors") which shall be elected and shall conduct business as provided in Article IV hereof.

ARTICLE II

Members

SECTION 1. SELECTION. There shall be one class of Members, which shall serve as a Board of US Members for the corporation. The US Members shall conduct their business in accordance with in Article 7 of the Illinois General Not for Profit Corporation Act of 1986, and as further provided herein. The US Members shall be separate and distinct from any other class of Members that may be created by the Board of Governors pursuant to Article VIII hereof, and its powers, rights, duties and privileges shall be exclusive of those of any other membership class.

SECTION 2. APPOINTMENT AND NUMBER OF MEMBERS. The Executive Team of the Board of Directors composed of _____ shall appoint the initial US Members of the corporation within sixty (60) days of the adoption of these Amended and Restated Bylaws. The number of US Members shall never be less than ____ (____) or more than ____ (____). *[Comment: Section 108.10(b) of the Act, which says that there must be at least 3 directors and that the maximum number of directors cannot exceed the minimum by more than 5, applies only to the Board of Directors, and not to the Members; the Act does not specify a maximum or minimum number of Members. The corporation could have a hundred Members, one Member, or no Members at all.]* The Chairperson or Co-Chairpersons of the Board of the Governors shall be ex-officio US Members with a right to vote on all matters that come before it.

SECTION 3. VOTING RIGHTS. Each Member shall be entitled to one vote on each matter submitted for a vote..

SECTION 4. TERM OF MEMBERSHIP. Subject to the provisions Section 2, Members shall serve for a term of three (3) years, until a successor shall be elected and shall qualify; provided, however, that any Member may be removed for cause by a three-quarters vote of the Board of Governors; and upon the expiration of the Members' first three-year terms, the Board of Governors may set the subsequent terms at either one, two, or three years, so that one-third of all authorized Members [or as close to one-third as possible] shall thereafter be subject to election in each calendar year. Vacant Memberships shall be filled by a majority vote of the Board of Governors for each vacancy, following the procedures set forth herein. Members may also be removed by a unanimous vote of disinterested Members (Members who are not related to the Member being removed, by family or business relationships).

SECTION 5. RESIGNATION. Any Member may resign by filing a written resignation with the Secretary.

SECTION 6. REINSTATEMENT. Upon written request signed by a former Member and filed with the Secretary, the Board of Governors 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 Governors may deem appropriate.

SECTION 7. POWERS AND DUTIES. The Board of Governors shall oversee and advise the US Members concerning the corporation's policies and programs, and they shall serve as ombudsmen for the corporation. The Board of Governors shall nominate, and by majority vote shall elect Members to fill any vacancy that may arise. , The Board of Directors, acting as the Board of Governors shall from time to time by majority vote enact other Resolutions, which shall be binding upon the US Members, and may set agenda items for discussion and or action by the Members Under the direction of the Board of Governors the Members shall have the following powers, rights, privileges and duties:

1. Provide input to the Board of Governors on national (USA) and local issues relating to the vision and strategy for the Global Enterprise..
2. Approve and develop programs for national implementation.

3. Develop and approve the national capital and operating budgets for the review and approval of the Board of Governors.
4. Adopt an employee handbook and oversee personnel and human resource functions for US operations including performance evaluations of executive officers.
5. Appoint executive officers to administer USA operations.
6. Oversee the administration of USA programs and services and conduct program evaluations.
7. Develop foundations in the USA and support global foundation development.
8. Develop national-level advocacy programs in alignment with the global public policy advocacy agenda.
9. Enforce the Global policies, codes of conduct and membership criteria adopted by the Board of Governors.
10. Coordinate activities, programs and services with the Affiliated Organizations.
11. Work with the Affiliated Organizations on board development.
12. Engage in local fund raising and resource development.
13. Address agenda items proposed by the Board of Governors.

ARTICLE III

Meetings of Members

SECTION 1. ANNUAL MEETING. An annual meeting of Members shall be held once each year for the purpose of nominating candidates to fill any vacancies and for the transaction of any other business that may come before the meeting. The meeting shall be held on any date that Chairperson of the Board of Governors may designate in advance pursuant to these bylaws.

SECTION 2. SPECIAL MEETING. Special meetings of the Members may be called either by the Chairperson thereof, or by not less than a majority 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 Governors may designate any place as the place of meeting for any annual or special meeting or for any special meeting. 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. In any meeting, the Members shall be entitled to vote, participate in and act at the meeting through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, provided that all persons participating in the meeting can communicate with each other. Participation by a Member in such manner shall constitute the Member's attendance and presence in person at such meeting. By resolution of the Board of Governors, the Members may be paid their expenses, if any, of attendance at each meeting of Members.

SECTION 4. NOTICE OF MEETINGS. Written notice stating the place, date, and hour of any meeting of Members shall be delivered to each Member entitled to vote at such meeting not less than 30 nor more than 60 days before the date of such meeting, or, in the case of a removal of one or more Members, a merger, consolidation, or dissolution, or a sale, lease, or exchange of

assets, not less than 30 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 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 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 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 Membership such date in any case to be no more than 60 days and, for a meeting of Members, not less than 21 days, or in the case of a merger, consolidation, or dissolution or a sale, lease, or exchange of assets, not less than 60 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. The holders of a majority of the votes that may be cast at a meeting of the Members, represented in person or by proxy, shall constitute a quorum for consideration of such matter at any meeting of the 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 or voting by classes is required by the General Not For Profit Corporation Act, the articles of incorporation, or these bylaws .

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 90 days from its date, unless the proxy provides for a longer period.

SECTION 9. VOTING. Each Member shall be entitled to one vote in each matter submitted

to vote at a meeting of Members. Each Member may vote either in person or by proxy as provided in SECTION 8 hereof.

SECTION 10. INSPECTORS. At any meeting of Members, the chair of the meeting may, or upon the request of any member shall, appoint one or more persons as inspectors for such meeting. Such inspectors shall ascertain and report the number of votes represented at the meeting, based on their determination of the validity and effect of proxies; count all votes and report the results; and do such other acts as are proper to conduct the election and voting with impartiality and fairness to all the of the Members.. Each report of an inspector shall be in writing and signed by him or her or by a majority of them if there be more than one inspector acting at such meeting. If there is more than one inspector, the report of a majority shall be the report of the inspectors. The report of the inspector or inspectors on the number of votes represented at the meeting and the results of the voting shall be prima facie evidence thereof.

SECTION I 1. 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 IV

Board of Directors/Board of Governors

SECTION 1. GENERAL POWERS AND DUTIES. The affairs of the corporation shall be managed by or under the direction of its Board of Directors, also referred to herein as the Board of Governors. The Board of Governors shall nominate, and by majority vote shall elect the US Members, and shall ratify (approve or disapprove) any motion to merge with another corporation, to sell substantially all of the assets of the Corporation, to make any distribution of corporate assets, or to dissolve the Corporation. The powers, rights, privileges and of the Board of Directors/Board of Governors shall include the following:

1. Develop a vision and strategy for the Global Enterprise.
2. Engage in long term strategic planning for the corporation and the Affiliated Organizations.
3. Determine and coordinate the programs and services of the corporation with the Affiliated Organizations.
4. Manage and control the use of the corporation's trademarks and other intellectual property.
5. Set communications and graphics standards so that required inclusions and exclusions as well as optional and localized treatment of graphics serve to sustain a Global brand with limited and consistently applied localization.
6. Coordinate public policy initiatives among the national organizations.
7. Support organizational development in the corporation and the Affiliated Organizations, including the seeding and subsequent development of bylaws and other founding documents. Assure that such bylaws and other documents are consistent with respect to governance, elections, removals from office, and so forth.
8. Establish oversight standards and benchmarks for the corporation and Affiliated Organizations; assist Affiliated Organizations in conducting objective assessments and program evaluations.
9. Develop, monitor and enforce a Code of Conduct in the corporation and in the Global Enterprise.

10. Coordinate cross-national initiatives, partnerships and alliances and engage the corporation and the Affiliated Organizations to implement their own programs and initiatives in a way that serves and supports such cross-national initiatives.
11. Engage in international fundraising and resource development.
12. Nominate and by majority vote elect the US Members.
13. Allocate sufficient funds and staffing for the US Members to perform their duties and functions.
14. Enact Resolutions which shall be binding upon the US Members, and set agenda items for discussion and or action by the US Members.
15. Ratify (disapprove or approve by majority vote) any motion or proposal to merge with another corporation, to sell substantially all of the assets of the corporation, to make any distribution of corporate assets, or to dissolve the corporation.

A reconstituted Board of Governors shall be appointed by the Executive Team of the current Board of Directors within sixty (60) days of the adoption of these Amended and Restated Bylaws., After the Board of Governors is constituted, the Board by majority vote, may create additional Directorships and elect additional Directors to fill them, as provided in Section 2 hereof. The Directors, by majority vote, shall select one of their members to be Chairperson, and at the Board's discretion, another member to be Co-Chairperson with equal powers and authority. Barring death, resignation, or dismissal for cause, the initial Board, the Chairperson and Co-Chairperson shall hold their positions for three years. If no President or Vice President has been appointed by the Board or if vacancies exist in the offices of President and Vice President, the Chairperson and the Co-Chairperson shall serve as Managing Directors with equal responsibility for the day to day operations of the corporation. The Managing Director, or Managing Directors shall in that event be the chief executive officer(s) of the corporation, having all of the executive powers assigned by these Bylaws to the President of the corporation. A majority of the Board of Directors may establish reasonable compensation for the services of the Officers and Directors, irrespective of any personal interest.

SECTION 2. NUMBER, TENURE, AND QUALIFICATIONS. The number of Directors on the Board of Governors shall be at least _____ () but not more than _____ () and the minimum number of Directors shall never exceed the maximum by more than five (5). The initial Board of Directors (including all Directors elected within sixty days of the date incorporation) shall hold office for a term of three (3) years, until his or her successors shall have been elected and qualified; provided, however, that any Director may be removed by a two-thirds vote of the Board of Directors; provided further, that the Board of Directors, after the initial three-year terms have expired, may set the subsequent term of any existing or newly-created Directorship at either one, two, or three years, so that one-third of all Directorships [or as close to one-third as possible] shall be subject to election in each calendar year. Directors need not be residents of Illinois or members of the corporation. The number of Directorships may be decreased to not fewer than three (3) or increased to any number from time to time by amendment of this Section, unless the articles of incorporation provide that a change in the number of directors shall be made only by amendment of the articles of incorporation.

The Executive Team of the Board of Directors shall initially appoint three categories of Directors based on the following criteria:

- a. Appointment of Initial Directors from Affiliated Organizations. The corporation has coordinated its activities and programs and has provided financial support to certain non-US not for profit educational and charitable organizations (“Affiliated Organizations”). The Executive Team shall, by majority vote, certify a definitive list of Affiliated Organizations, and the chairpersons of each of these organizations shall be invited to become Directors of the corporation, and each shall become Directors when their invitation is accepted.
- b. Appointment of Initial Directors from the Founders Group. The “Founders Group” consists of all of the original Incorporators, Trustees, and Directors of the Corporation. The Executive Team shall nominate and elect five (5) persons from the Founders Group to serve as Directors
- c. Appointment of Directors at Large. The Executive Team shall nominate and elect five (5) other persons (other than persons elected pursuant to subsections (a) and (b) above) deemed to have special skills, resources and expertise to contribute to the Global Enterprise, to serve as Directors.

After their initial appointment by the Executive Team, the Board of Directors, acting as the Board of Governors, shall be self-perpetuating. The Board of Governors, may from time to time increase or decrease the number of Directors by majority vote, provided that each of the above three categories are represented by at least three (3) Members. Any Member or Director of the Corporation may nominate candidates to fill any vacancies that shall arise on the Board of Governors, which shall be elected by majority vote of the Directors at the annual or a special meeting.

The appointment of Directors and the filling of vacancies shall be further limited as follows: 1) no Director (beginning with the term in which these Amended and Restated Bylaws are adopted) may serve more than five (5) consecutive three-year terms, absent a two-thirds vote of all of Directors eligible to vote; 2) family members (spouses or lineal descendants of a common ancestor) may not serve simultaneously as Directors; 4) US Members may not serve simultaneously as Directors, and vice versa, except in an ex-officio role, and 5) if the chairperson of an Affiliated Organization is serving as a Director by virtue of his or her inclusion in categories (b) or (c) above, another officer or director of the Affiliated Organization shall be appointed to serve as a “category a” Director.

SECTION 3. REGULAR MEETINGS. A regular annual meeting of the Board of Governors shall be held without other notice than these bylaws, immediately after, on the same date, 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 o Governors 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 special meeting of the Board of Governors shall be given at least 10 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 by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegram company. 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 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. In any meeting, the Directors shall be entitled to vote, participate in and act at the meeting through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, provided that all persons participating in the meeting can communicate with each other. Participation by a Director in such manner shall constitute the Director's attendance and presence in person at such meeting. By resolution of the Board of Governors, the Directors may be paid their expenses, if any, of attendance at each meeting of the Board.

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. As provided in the Illinois Not for Profit Corporation Act, no Director may act by proxy on any matter.

SECTION 8. VACANCIES AND ELECTIONS. Any vacancy occurring in any existing or newly-created Directorship shall be filled by the Board of Governors unless the articles of incorporation, 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 to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. The election of Directors shall take place as follows. Whenever an existing Directorship becomes vacant, and said Directorship is not eliminated within sixty (60) days by majority vote of the Board of Governors, or whenever the Board of Governors creates a new Directorship, the Secretary of the Corporation shall give each Director and Member written notice thereof and each shall have the opportunity to submit a written nomination for each vacancy to the Secretary of the Corporation within sixty days. The Board of Governors may appoint a nomination and election committee to evaluate the

nominated candidates and prepare a recommendation for consideration of the Board. Upon the expiration of said sixty days, the Secretary shall prepare a ballot of nominees and the Board of Governors shall vote for nominees therein listed, each Member having one vote per nominee times the number of vacancies. The nominees receiving the most votes shall become Directors for the remaining term of each vacant Directorship, provided however that a candidate must receive at least 50 % of all eligible votes to be considered having been elected. of the .. Whenever the Board of Governors creates a new Directorship, it shall assign an initial term of years to that Directorship consistent with these Bylaws. If the vacancy occurs within three months prior to the date of the regular annual meeting of Directors, the election shall be held at the regular annual meeting; otherwise, the election shall be held at a special meeting called for that purpose, or by informal action of all of the Members entitled to vote.

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, the articles of incorporation, or these bylaws by a three-quarters vote of the Board of Governors;

SECTION 10. 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 taken, is signed by all of the directors entitled to vote.

SECTION 11. COMPENSATION. The Board of Directors, by the affirmative vote of a majority of directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation for all Directors for services to the corporation, notwithstanding any Director's conflict of interest. By resolution of the Board of Directors, the directors may be paid their expenses, if any, of attendance at each meeting of the board. No such payment previously mentioned in this section shall preclude any director from serving the corporation in any other capacity and receiving reasonable compensation therefor.

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 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 V

Officers

SECTION 1. OFFICERS. The Board of Directors at its sole discretion may elect a president, one or more vice presidents (the number thereof to be determined by the Board of Directors), a treasurer, a secretary, and such other officers as may be elected or appointed by the Board of

Directors. The Board may also elect to leave any or all of such positions vacant. 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. A Director may also serve as an Officer of the Corporation.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected by the Board of Directors at the Board's regular annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. All officers shall be elected to two-year terms. Vacancies may be filled or new offices created and filled at any meeting of the Board of Director by majority vote, or by unanimous written consent of the 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 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. If no President is appointed, the Chairperson, and Co-Chairperson, if any, of the Board of Directors shall serve as Managing Director(s) with all of the powers of the President. Subject to the direction and control of the Board of Directors, the President (or Managing Director(s)) 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. 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 5. 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 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 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 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 (or any of them if there is more than one) 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 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. 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. 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. SALARIES. The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation.

ARTICLE VI

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, provided that a majority of each committee's membership are directors. 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 members 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.

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 VII

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 countersigned by the president or a vice president of the corporation.

SECTION 3. DEPOSITS. All funds received by or on behalf 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 VIII

Members

SECTION 1. MEMBERSHIPS. The Board of Directors shall have the power to create one or more class of Memberships, other than the Board of Governors, which may be given any duties, rights or powers consistent with the Illinois General Not for Profit Corporation Act of 1986, as amended, the Articles of Incorporation, and these Bylaws. Said Members may be charged dues, and they may be given the right to nominate Directors, and exercise other corporate powers.

SECTION 2. CERTIFICATES OF MEMBERSHIP. The Board of Directors may provide for the issuance of Certificates evidencing Membership in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the Managing Director, President or a Vice President and by the secretary or an assistant secretary and may bear the corporation's seal, which may be in facsimile. The name and address of each Member shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor on such terms and conditions as the Board of Directors may determine.

SECTION 2. ISSUANCE OF CERTIFICATES. When a Member has been admitted to Membership and has paid any initiation fee and dues that may then be required, a Certificate of Membership shall be issued in his or her name and delivered to him or her by the Secretary, if the

Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this Article.

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 fixed by resolution of the Board of Directors.

ARTICLE XI

Donors

The Board of Directors may give special recognition to significant donors of money or property by listing them in the corporation's annual report or on the corporation's letterhead, or by appointing donors to advisory bodies or as Members, or Directors as provided herein.

ARTICLE XII

Seal

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

ARTICLE 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. Written notices may be transmitted either by U.S. Mail, with proof of mailing, or electronically, by fax or email, with proof of transmission. The Secretary of the corporation shall keep an up to date roster of all Members and Directors with current street addresses, email addresses and fax numbers.

ARTICLE XIV

Indemnification

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 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 member, director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a trustee, member, 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 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 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 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 member, director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a trustee, member, 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 member, 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 I 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 I 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; (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; or (e) by the members entitled to vote, if any.

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 bylaw, agreement, vote of members or disinterested directors, 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 shall purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a member, 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 member, 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.

ARTICLE XIV

Conflicts of Interest

SECTION 1. Directors, officers and members shall disclose any interest that they may have which may conflict with those of the corporation to the President, to the Chairperson or Co-Chairperson of the Board of Directors, or to the Treasurer, and they shall not promote or become a party, directly or indirectly, to any business transaction with the corporation which may result in private pecuniary gain or inurement to that director, officer, or member. During the month of January each calendar year, each director, officer and member shall submit a written statement to the Chairpersons of the Board of Directors and the Board of Governors indicating whether or not an actual or potential conflict of interest exists. If after investigation and the opportunity for a hearing it is determined that the person has failed to disclose an actual or possible conflict, the Board of Governors shall take appropriate disciplinary action, including removal of the person from the Board.

SECTION 2. If a transaction was fair to the corporation at the time it is authorized, approved, or ratified, the fact that a director, officer or member of the corporation is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.

SECTION 3. In a proceeding contesting the validity of a transaction described in Section 2 of

this Article, the person asserting validity has the burden of proving fairness unless the material facts of the transaction and that person'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 votes of a majority of disinterested directors even though the disinterested directors were less than a quorum. If the transaction was unfair to the corporation, and party's interest or relationship to the transaction was not disclosed, the Directors shall seek compensation from the interested party, through legal action if necessary, for any loss incurred by the corporation and/or any pecuniary gain realized by the interested party.

SECTION 4. The presence of a director, officer or member who is directly or indirectly a party to the transaction described in Section 1 of this Article or any such party 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.

SECTION 5. For purposes of this Article, a director is "indirectly" a party to a transaction if the other party to the transaction is an entirety in which the director has a material financial interest or of which the director is an officer, director, or general partner.

ARTICLE XV

Amendments

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Governors unless otherwise provided in the articles of incorporation or the bylaws. Such action may be taken at a regular or special meetings for which written notice of the purpose shall be given. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation. The procedure for amendment of the Bylaws shall be as follows. Any Director or Member may by a written motion to the Chairperson or the Co-Chairperson of the Board of Governors identify an issue or problem requiring an amendment to the Articles or Bylaws.. Copies of said written motion shall be mailed to all Directors and Members at least sixty days in advance of the next regular or special meeting of the Board of Directors, wherein the proposed amendment(s) shall be discussed, and if appropriate, an amendment shall be drafted and approved by the Board for further consideration. The proposed amendment(s) shall be voted upon in a subsequent regular or special meeting of the Board of Governors, to be held at least sixty days following the meeting in which the proposed amendment(s) is first discussed, and a favorable vote of at least two-thirds of the number of the Directors currently holding office shall be required for adoption of the proposed amendment.