

Bylaws of
Bosnian Educational and Cultural
Center of America

As Adopted: August 1, 2005, and As
Amended: November 1, 2022

**BYLAWS
OF
BOSNIAN EDUCATIONAL AND CULTURAL CENTER OF AMERICA**

(An Illinois Not-for-Profit Corporation)

As Adopted on August 1, 2005, and

As Amended on October 17, 2021

**ARTICLE I
PURPOSES**

SECTION 1.01. *Purposes.* The purposes of the Bosnian Educational and Cultural Center of America, formerly known as the Bosnian Islamic Cultural Center (the “**Corporation**”), as stated in its Articles of Incorporation are exclusively charitable, religious, literary, scientific and educational purposes within the meaning of Section 501(c)(3) of the Code, including for such purposes, but not limited to, (a) promoting, encouraging, and fostering religious, social, and literary activities, (b) offering a place of worship and a gathering place for social activities, (c) serving the best interests of Islam and Muslims in the United States of America and, specifically, Bosnian Muslims living in and around Chicago by (i) establishing a place of worship and activity by purchasing or constructing a building, (ii) carrying on religious, cultural, social, charitable, educational, and other activities in accordance with the faith of Islam, (iii) educating its Members and children by conducting religious classes and promoting the social and civic betterment of its Members along the lines of its Islamic and Bosnian traditions, the American Constitution, and democratic institutions, (iv) strengthening fraternal relations and understanding between Bosnian and other Muslims, (v) promoting friendly relations and understanding between Muslims and non-Muslims, and promoting Islam to followers of other faiths, and (vi) promoting among its Members and within the community fraternal feelings, good and moral behavior, and humanitarian conduct among themselves and others.

SECTION 1.02. *Limitations on Operations.* No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Corporation's Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting, to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation or these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible for federal income, estate, and gift tax purposes under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

SECTION 1.03. *Dissolution.* Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the

Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, literary, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Director shall determine.

SECTION 1.04. Powers. The Corporation shall have such powers as are now or may hereafter be granted by the Not for Profit Corporation Act.

SECTION 1.05. Islamic Community of North American Bosniaks. The Corporation shall be a member of the Islamic Community of North American Bosnians, or any successor organization thereto (“**ICNAB**”). ICNAB was organized and established with the aim of fulfilling all spiritual and religious needs and obligations of Bosniaks in North America.

ARTICLE II **OFFICES**

SECTION 2.01. Principal and Other Offices. The initial principal office of the Corporation in the State of Illinois shall be located in the City of Chicago, County of Cook. The Corporation may have such other offices, either within or without the State of Illinois, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

SECTION 2.02. Registered Agent and Office. The Corporation shall have and continuously maintain in the State of Illinois a registered office, and a registered agent whose office is identical with such registered office, as required by the Not for Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Illinois. The registered agent of the Corporation may be changed from time to time by the Board of Directors.

ARTICLE III **MEMBERS**

SECTION 3.01. Membership. The Corporation shall have seven classes of members of the Corporation (“**Members**”). The designation of such classes and the qualifications for membership in such classes shall be as follows:

A. Regular Members. All Muslims over the age of eighteen (18) years of age who wish to join the Corporation and actively participate in the Corporation’s activities shall be eligible to be regular members of the Corporation (“**Regular Members**”), provided that their complete and signed applications for membership are submitted to the secretary of the Corporation, who shall submit such applications at the next regular meeting of the Board of Directors.

B. Senior Members. All Muslims over the age of sixty (65) years of age who wish to join the Corporation and actively participate in the Corporation’s activities shall be eligible to be senior members of the Corporation (“**Senior Members**”). Senior Members shall pay dues to the Corporation at a reduced rate, as determined by the Board.

C. *Associate Members.* All Muslims over the age of eighteen (18) who are students enrolled in schools located within the United States of America and who wish to join the Corporation and participate in the Corporation's activities shall be eligible to be associate members of the Corporation (“**Associate Members**”). Associate Members shall pay membership dues to the Corporation at a reduced rate, as determined by the Board of Directors.

D. *Single Members.* Those who would otherwise qualify to be Regular Members but who are living alone shall be eligible to be single members of the Corporation (“**Single Members**”). Single Members shall pay membership dues to the Corporation at a reduced rate, as determined by the Board of Directors.

E. *Widow Members.* Those who would otherwise qualify to be Single Members but who are also widowed mothers shall be eligible to be widow members of the Corporation (“**Widow Members**”). Widow Members shall pay membership dues to the Corporation at a reduced rate, as determined by the Board of Directors.

F. *Patron Members.* Individuals who, during their lifetime, donate at least ten thousand dollars (\$10,000), excluding membership dues, if any, to the Corporation shall be eligible to be patron members of the Corporation (“**Patron Members**”). The name of any Patron Member shall be inscribed on a special directory designated as the Patron's Directory, and an appropriate certificate from the Corporation shall be given to any such Patron Member.

G. *Founder-WAQIFS Members.* Individuals who donate either during their lifetime or through bequest in their will or trust at least twenty-five thousand dollars (\$25,000) or its equivalent in property or other valuables shall be eligible to be founder-WAQIFS members of the Corporation (“**Founder-WAQIFS Members**”). The name of any Founder-WAQIFS Member shall be inscribed on a specially designated plaque to be placed in a conspicuous place inside the Corporation's center, and an appropriate certificate shall be given to any such Founder-WAQIFS Member.

SECTION 3.02. Voting Rights. All Members, one year after of becoming Members, shall constitute voting Members (“**Voting Members**”). The Voting Members shall have the exclusive right to elect the Directors and the right to vote on all matters pertaining to the affairs of the Corporation on which a vote of the Voting Members is required pursuant to the Bylaws or is deemed desirable by the Board of Directors. Each Voting Member in good standing shall be entitled to one vote on all matters submitted to a vote of the voting membership.

SECTION 3.03. Application for Membership. The Board of Directors shall determine the application process for membership in the Corporation.

SECTION 3.04. Membership Dues. The Board of Directors shall determine from time to time the amount of the membership dues payable to the Corporation. Unless otherwise approved by the Board of Directors, Membership dues should be paid within the first three (3) months of each calendar year and every twelve (12) months thereafter.

SECTION 3.05. *Transfer of Membership.* Membership in the Corporation is not transferable or assignable.

SECTION 3.06. *Certificates of Membership.* No certificates of membership in the Corporation shall be required.

SECTION 3.07. *Termination of Membership.* Membership in the Corporation may be terminated by the written resignation of the Member delivered to the Board of Directors. Any Member who shall be found to be in default of paying his/her membership dues for a period of six (6) months from the due date shall be suspended or expelled from the membership of the Corporation; provided, however, that the Corporation shall provide such Member with ten (10) days' advanced written notice of such default and opportunity to cure such default. The Board of Directors, by a two-thirds vote of all Directors present, may suspend or expel a member for indecent conduct or for prejudicial actions to the aims or repute of the Corporation, after notice and opportunity for a hearing before the Directors have been afforded. Upon written request signed by a former member of the Corporation and filed with the Secretary of the Corporation, the Board of Directors may, by the affirmative vote of two-thirds of the Directors present, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

ARTICLE IV **MEETINGS OF MEMBERS**

SECTION 4.01. *Bi-annual Meetings.* A meeting of the Members shall be held at least once every 2 years at such time and place as shall be determined by the President or by resolution of the Board of Directors and designated in the notice or waiver of notice of the meeting. At each bi-annual meeting of the Members, the Members shall elect Directors as hereinafter provided and may transact such other business as may properly come before the meeting.

SECTION 4.02. *Special Meetings.* Special meetings of the Members may be called at any time by the approval of two-thirds of the Board of Directors or shall be called by the Secretary upon written request (stating the purpose of the proposed meeting) signed by at least one-fourth of all of the Voting Members. Special meetings of the Members shall be held at such place as may be designated in the notice or waiver of notice of such meeting.

SECTION 4.03. *Notice.* Notice of the bi-annual and special meetings of the Members shall be delivered not less than five (5) days before the date of such meeting either in writing or by facsimile, electronic mail, or other means of electronic transmission to each Member entitled to vote, at his or her address as it appears on the records of the Corporation, stating the place, date, hour, and purpose(s) of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with first-class postage thereon prepaid. If sent by electronic mail or other means of electronic transmission, such notice shall be deemed to be given to the electronic mail or other electronic address of record of the Member. If sent by any other means (including facsimile, telegram, cablegram, courier, or

express mail), such notice shall be deemed to be delivered when actually delivered to the home or business address of the Member.

SECTION 4.04. *Quorum.* The presence, in person or by proxy, of at least ten percent (10%) of the Voting Members shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Members, but the majority of a smaller number of Voting Members present may adjourn such meeting to another time without further notice and such meeting shall proceed when a quorum of Voting Members is present.

SECTION 4.05. *Use of Conference Telephone or Other Interactive Technology.* Members may participate in and act at any meeting of the Members, by means of a conference telephone or other similar interactive technology, including, but not limited to, electronic transmission, Internet usage, or remote communication, so long as all persons participating in the meeting can communicate with each other, and such participation shall constitute presence in person at such meeting.

SECTION 4.06. *Manner of Acting.* All actions of the Members shall be taken at a duly constituted meeting of the Members at which a quorum is present, and shall be decided by the vote of a majority of the Members entitled to vote thereon who shall be present at such meeting, in person or by proxy. Members may provide a proxy to another Member, provided that no Member may exercise the right to vote by proxy for greater than five (5) other Voting Members.

SECTION 4.07. *Informal Action by Members.* Unless otherwise restricted by the Articles of Incorporation, any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by either (a) 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 of 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 if: (a) at least five (5) 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) 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.

ARTICLE V

BOARD OF DIRECTORS

SECTION 5.01. *General Powers of Directors.* The property and affairs of the Corporation shall be managed by the Board of Directors.

SECTION 5.02. *Number, Tenure and Qualifications of Directors.* The number of Directors shall be not less than five (5) nor more than nine (9), as shall be fixed from time to time by the Board of Directors. **Each Director shall be elected every four (4) years at the meeting**

of Members, provided, however, the Religious Chairman shall be an ex-officio voting member of the Board of Directors remaining in such capacity as a Director so long as he is Religious Chairman. Each Director shall hold office for minimum of four (4) years or until the Director's successor shall have been elected and qualified. All Directors shall be Members of the Corporation. No Director may be elected for more than two (2) consecutive terms, provided, however, a) after an absence of not being a Director for two (2) consecutive years, a previously elected Director would be eligible to be elected as a Director or b) the limitations and restrictions set forth in this provision regarding the term limit of an individual Candidate(s) may be waived by a majority of the members entitled to vote at a meeting at which Directors are elected. Candidates to the Board of Directors must be (a) good Muslims, of high moral and ethical character, and (b) respected members of the community. Individuals who fulfill the aforementioned criteria and are Members in good standing and have been Members for at least three (3) years, are eligible to be nominated to serve on the Board of Directors.

SECTION 5.03. *Regular and Annual Meetings.* An annual meeting of the Board of Directors shall be held at such time and place as may be fixed by the Board of Directors, for the purpose of electing Officers and for the transaction of such other business as may come before the meeting. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors without notice other than such resolution provided that the Board of Directors shall meet at least once every quarter of a year. If the election of Officers shall not be held at any annual meeting of the Board of Directors, the Board of Directors shall cause the election to be held at an additional regular meeting or at a special meeting of the Board of Directors as soon thereafter as may be convenient.

SECTION 5.04. *Special Meetings.* Special meetings of the Board of Directors may be called by or at the request of the President, the Secretary, or any three Directors. The person or persons authorized to call Special Meetings may fix any place as the place for holding any Special Meeting called by such person or persons.

SECTION 5.05. *Notice of Meetings.* Notice of the annual meeting, regular meeting, or special meeting of the Board of Directors shall be delivered not less than five (5) days before the date of such meeting either in writing or by facsimile, electronic mail, or other means of electronic transmission to each Director at his or her address as it appears on the records of the Corporation, stating the place, date, hour, and purpose(s) of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with first-class postage thereon prepaid. If sent by electronic mail or other means of electronic transmission, such notice shall be deemed to be given upon direction to the electronic mail or other electronic address of record of the Director. If sent by any other means (including facsimile, telegram, cablegram, courier, or express mail), such notice shall be deemed to be delivered when actually delivered to the home or business address of the Director.

SECTION 5.06. *Voting.* The act of a majority of the Directors in office and 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 law, the Articles of Incorporation, or the Bylaws.

SECTION 5.07. *Quorum.* Two-thirds of the total number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than two-thirds of the Directors are present at a meeting of the Board of Directors, a majority of the Directors present may adjourn the meeting from time to time without further notice until a quorum is present.

SECTION 5.08. *Informal Action by Directors or Board Committees.* Unless otherwise restricted by the Articles of Incorporation, any action required or permitted to be taken at any meeting of the Board of Directors, or any committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors and all of the non-Director committee members entitled to vote with respect to the subject matter thereof, or by all of the members of such committee, as the case may be, and the writing or writings or electronic transmission or transmissions are filed with the minutes of the proceedings of the Board of Directors or committee. Such filings shall be in paper form if the minutes are maintained in paper form or in electronic form if the minutes are maintained in electronic form. Any such consent signed by all the Directors or all committee members, as the case may be, shall have the same effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State of the State of Illinois under the Not for Profit Corporation Act.

SECTION 5.09. *Use of Conference Telephone or Other Interactive Technology.* Members of the Board of Directors, or any committee, may participate in and act at any meeting of the Board of Directors, or committee, by means of a conference telephone or other similar interactive technology, including, but not limited to, electronic transmission, Internet usage, or remote communication, so long as all persons participating in the meeting can communicate with each other, and such participation shall constitute presence in person at such meeting.

SECTION 5.10. *Resignation.* Any Director may resign at any time by giving written notice, notice by facsimile, notice by electronic mail, or notice by other means of electronic transmission to the Board of Directors, the President or the Secretary. Such resignation shall take effect when the notice is delivered unless the notice specifies a future date. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5.11. *Removal.* A Director may be removed, with or without cause, by the affirmative vote of a majority of the Members present and voting at a meeting of the Members at which a quorum is present. Such action shall be taken at a regular meeting of the Members or at a special meeting of the Members called for such purpose, and the proposed removal shall be set forth in the notice of any such special meeting, given at least twenty days prior to such special meeting. In the event that a Director is found to be in default of paying his/her membership dues to the Corporation, the Directors shall take appropriate action as set forth in Article III herein to suspend or expel a Director in the same manner appropriate to suspend or expel a Member.

SECTION 5.12. *Vacancies.* Any vacancy occurring in the Board of Directors because of death, mental incapacity, resignation, removal, disqualification, or otherwise, or any

directorship to be filled by reason of an increase in the number of Directors, may be filled by the Board of Directors at any meeting thereof. A Director elected to fill a vacancy shall be elected to serve until the next bi-annual meeting of the Members.

SECTION 5.13. Compensation. Directors shall not receive compensation for their services as Directors, provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation for personal services rendered to the Corporation that are reasonable and necessary to carry out one or more of the tax-exempt purposes of the Corporation, so long as the Directors comply with the conflict of interest procedures of Article XIII hereof and any other policies adopted by the Board of Directors. Directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors.

ARTICLE VI **OFFICERS**

SECTION 6.01. Officers. The Board of Directors shall elect a President, a Secretary, a Treasurer, and a Religious Chairman (who is the Imam of the Corporation) of the Corporation (each, an “**Officer**” and taken together with all other officers of the Corporation elected by the Board of Directors, the “**Officers**”). The Board of Directors may also elect one or more Vice Presidents, one or more Assistant Secretaries and Assistant Treasurers, and such additional Officers as the Board of Directors may deem necessary or appropriate from time to time. Any two or more offices may be held by the same person, except the offices of President and Secretary. The Officers elected by the Board of Directors shall have such duties as are hereafter described and such additional duties as the Board of Directors may from time to time prescribe.

SECTION 6.02. Election and Term of Office. The elected Officers shall be elected by the Board of Directors at an annual meeting of the Board of Directors. If the election of Officers is not held at such meeting, such election shall be held as soon thereafter as may be convenient. New offices of the Corporation may be created and filled and vacancies in offices may be filled at any time, at any meeting or by informal action of the Board of Directors pursuant to Section 5.08 of these Bylaws. Unless removed pursuant to Section 6.04 of these Bylaws, each Officer shall hold office until the Officer's successor has been duly elected and qualified, or until the Officer's earlier death or resignation. Election or appointment of an Officer shall not of itself create contract rights. Each Officer shall hold its respective office for a term of two years; provided, however, that the Religious Chairman shall hold its office for a term of three years.

SECTION 6.03. Resignation. Any Officer may resign at any time by giving written notice, notice by facsimile, notice by electronic mail, or notice by means of other electronic transmission to the Board of Directors, the President, or the Secretary. Such resignation shall take effect when the notice is delivered unless the notice specifies a future date. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 6.04. *Removal.* Any Officer elected or appointed by the Board of Directors may be removed, with or without cause, by a vote of two-thirds of all Directors then in office whenever, in its judgment, the best interests of the Corporation would be served thereby.

SECTION 6.05. *Vacancies.* A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors at any meeting thereof. An Officer elected to fill a vacancy shall be elected to serve until the next annual meeting of the Board of Directors. Any vacancy in the office of Religious Chairman shall serve a probationary term of office of three months, at which time the Board of Directors may reconsider its appointment. If the Board of Directors approves of its appointment after the three-month probationary term, such appointee shall then be confirmed as the Religious Chairman.

SECTION 6.06. *President.* The President shall be the principal executive officer of the Corporation and as such shall, in general, supervise and control all the business and affairs of the Corporation, unless otherwise provided by the Board of Directors. The President shall preside at all meetings of the Board of Directors and shall see that the orders and resolutions 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. The President may sign bonds, mortgages, and all other contracts and documents, whether or not under the seal of the Corporation, except in cases where the signing and execution thereof shall be expressly delegated by law, by the Board of Directors, or by these Bylaws to some other Officer or agent of the Corporation.

SECTION 6.07. *Vice President or Vice Presidents.* One or more Vice Presidents may be elected from time to time by the Board of Directors. The Vice President (or, in the event there is more than one Vice President, each of the Vice Presidents) shall perform such duties as shall be assigned to the Vice President by the President or the Board of Directors. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President, or each of 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 such designation, then in order of their seniority of tenure), as the case may be, shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions of the President.

SECTION 6.08. *Secretary.* The Secretary shall attend all meetings of the Board of Directors and record all the proceedings of the meetings of the Board of Directors in one or more books provided for that purpose; be custodian of the Corporate records and of the seal of the Corporation, if any; keep a register of the post office address of each Director, which shall be furnished to the Secretary by such Director; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board of Directors.

SECTION 6.09. *Treasurer.* The Treasurer shall be the principal financial officer of the Corporation. The Treasurer shall: (a) have charge of and be responsible for overseeing the maintenance of adequate books of account for the Corporation; (b) have charge of all funds and securities of the Corporation, and be responsible for overseeing the management thereof, and

for the receipt and disbursement thereof; and (c) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

SECTION 6.10. *Assistant Treasurers and Assistant Secretaries.* Any 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 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 6.11. *Religious Chairman.* The Religious Chairman shall be responsible for the day-to-day administration of the Corporation and such other duties as designated by the Board of Directors. The Religious Chairman shall act as the official spokesman of the Corporation. The Religious Chairman must be of Bosnian decent, who has at least finished a Madras, and is proficient in the Arabic, English, and Bosnian languages. The Religious Chairman shall not be present at meetings of the Board of Directors in which the main discussion is the value and worth of the Religious Chairman's work and involvement in the Corporation. In the event that the Board of Directors vote to remove the Religious Chairman, or to change the terms of the Religious Chairman's contract with the Corporation, the Board of Directors must provide the Religious Chairman with thirty days advance written notice to such effect. If the Religious Chairman disagrees with the Board of Director's decision to remove him or modify the contract terms, the Religious Chairman shall have the right to appeal such decision to the Audit Committee within fifteen days of receiving the notice from the Board of Directors, during which time the Religious Chairman shall be entitled to continue to receive his salary upon the terms and conditions originally agreed upon.

SECTION 6.12. *Other Officers and Agents.* Officers and agents of the Corporation, if any, other than those whose duties are provided for in these Bylaws, shall have such authority and perform such duties as may from time to time be prescribed by resolution of the Board of Directors.

SECTION 6.13. *Absence of Officers.* In the absence of any Officer, or for any other reason the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties, or any such powers or duties, of any Officer to any other Officer or to any Director.

SECTION 6.14. *Compensation.* The Board of Directors shall have the authority to establish reasonable compensation of all Officers for services to the Corporation.

ARTICLE VII **COMMITTEES**

• **SECTION 7.01. *General Provisions.*** The Board of Directors may, by resolution adopted by a majority of the Directors in office, designate one or more committees, each committee to consist of two or more Directors and a majority of each committee's membership to be Directors; provided, however, that committees appointed by the Board of Directors or otherwise authorized pursuant to these Bylaws relating to the election, nomination, qualification, or credentials of the Directors or other committees involved in the process of electing Directors may be composed entirely of non-Directors. Any committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation as delegated by the Board of Directors; provided, however, that no such committee shall have the power or authority of the Board of Directors in reference to (a) approving or recommending to Members any act that the Not for Profit Corporation Act requires to be approved by Members, except that committees appointed by the Board of Directors or otherwise authorized by these Bylaws relating to the election, nomination, qualification, or credentials of Directors or other committees involved in the process of electing Directors may make recommendations to the Members relating to electing Directors; (b) amending or repealing these Bylaws or the Articles of Incorporation; (c) electing, appointing, or removing any Officer, Director, or member of any committee, or fixing the compensation of any member of a committee; (d) adopting a plan of merger or adopting a plan of consolidation with another corporation; (e) authorizing the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Corporation; (f) filling vacancies on the Board of Directors or any of its committees; (g) adopting a plan for the distribution of the assets of the Corporation or for dissolution; or (h) amending, altering, repealing, or taking any action inconsistent with any resolution or action of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by any such committee.

SECTION 7.02. *Advisory Committees.* By resolution, the Board of Directors may designate other advisory committees not having and exercising the authority of the Board of Directors in the management of the Corporation. Members of any such advisory committee may, but need not, be Directors, and the Board of Directors, shall appoint the members thereof, except as and to the extent such authority shall be vested in an Officer or agent of the Corporation by the Board of Directors.

SECTION 7.03. *Audit Committee.* The Board of Directors shall fix from time to time the number of the Audit Committee (each, an “**Audit Committee Member**”) which shall be not less than three (3) nor more than seven (7). The Audit Committee shall serve the interests of the Members by performing checks and balances and examining all records of the Corporation, and reviewing the performance of the Officers between bi-annual meetings of the Members. The Audit Committee shall present an auditors' report to the Members at the bi-annual meeting of the Members. Each Audit Committee Member shall be elected by a majority of the Members at a bi-annual meeting of the Members to hold office for a term of two years, and shall continue as such until the next bi-annual meeting of the Members and until such Audit Committee Member's successor is appointed, unless the committee shall be sooner terminated

by resolution of the Board of Directors, or unless such Audit Committee Member resigns or is removed from such Audit Committee. Any Audit Committee Member may be removed, with or without cause, by the vote of the majority of the Members attending a meeting of the Members.

SECTION 7.04. *Term of Office.* Each member of a committee of the Board of Directors or an advisory committee (other than the Audit Committee) (each, a “**Committee Member**”) shall continue as such until the next meeting of the Board of Directors and until such Committee Member's successor is appointed, unless the committee shall be sooner terminated by resolution of the Board of Directors, or unless such Committee Member resigns or is removed from such committee. Any Committee Member may be removed or replaced, with or without cause, by the person or persons authorized to appoint such Committee Member whenever in such person's or persons' judgment the best interests of the Corporation shall be served by such removal. The Board of Directors may name a replacement of an Audit Committee Member to serve until the next meeting of Members.

SECTION 7.05. *Chair.* One member of each committee (other than the Audit Committee) shall be appointed as chair by the Board of Directors.

SECTION 7.06. *Vacancies.* Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided for in the original appointments.

SECTION 7.07. *Quorum.* Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the Committee Members shall constitute a quorum and the act of a majority of the Committee Members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7.08. *Rules.* Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII
CONTRACTS, CHECKS, DEPOSITS,
GIFTS AND INVESTMENTS

SECTION 8.01. *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 8.02. *Checks, Drafts, Etc.* All checks, drafts or other orders for the payment of money, notes or other evidence 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.

SECTION 8.03. 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 designate by resolution.

SECTION 8.04. Gifts. The Board of Directors may accept or reject, or by resolution may authorize any Officer or Officers or agent or agents of the Corporation to accept or reject, on behalf of the Corporation, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

SECTION 8.05. Investments. The Board of Directors shall manage, invest, operate, deal in and with, and conserve the property of the Corporation, and may retain any or all of the assets transferred to the Corporation by gift or bequest; provided, however, that the exercise of any of such powers shall not in any way conflict with the purposes of the Corporation as stated in its Articles of Incorporation, and such powers shall not be exercised so as to cause the Corporation to lose its qualification as an exempt organization under Section 501(c)(3) of the Code.

ARTICLE IX
BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and each committee thereof.

ARTICLE X
FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE XI
WAIVER OF NOTICE

SECTION 11.01. Written Waiver of Notice. A written waiver of any required notice, signed by the person entitled to notice, or a waiver given by electronic transmission by the person entitled to notice, whether before or after the date stated therein, shall be deemed equivalent to notice. Neither the business to be transacted at, nor the purpose of, any meeting of the Members, the Board of Directors, or committee thereof, need be specified in any written waiver of notice or any waiver given by electronic transmission.

SECTION 11.02. Attendance as Waiver of Notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, and objects at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE XII
INDEMNIFICATION AND INSURANCE

SECTION 12.01. *Indemnification.* The Corporation shall indemnify each person who is or was a Director, Officer, or who is serving or has served at the request of the Corporation as a director, trustee or officer of another corporation, partnership, joint venture, trust or other enterprise, and may indemnify any person who is or was an employee or agent of the Corporation and any person who is serving or has served at its request as an employee or agent of any other enterprise, to the fullest extent from time to time permitted by the laws of the State of Illinois in the event any of such persons 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.

SECTION 12.02 *Authorization of Indemnification.* Any indemnification under this Article XII (unless the indemnification is 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 of the Corporation is proper in the circumstances. In the case of indemnification that is mandatory under Section 12.01 hereof, the determination shall be limited to (a) whether the person to be indemnified has met the standard's specified in Section 12.01 and (b) the amount of the indemnification permitted by law. Any determination under this Section 12.02 or in Section 12.03 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, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

SECTION 12.03. *Advance Payments.* 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 of the Corporation 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 XII.

SECTION 12.04. *Non-Exclusivity and Continuation.* The indemnification provided by this Article XII shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any agreement, vote of disinterested Directors, or otherwise, both as to action in the person's 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 of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 12.05. Insurance. The Corporation may purchase and maintain insurance (a) to insure itself with respect to the indemnification payments it is authorized or obligated to make, pursuant to this Article XII, and (b) 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, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to insure against any liability asserted against such person and incurred by him or her 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 the person against such liability under the provisions of this Article XII.

ARTICLE XIII **CONFLICTS OF INTEREST POLICY**

SECTION 13.01. Purpose. The purpose of this conflict of interest policy (the “**Policy**”) is to protect the Corporation’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer, Director or Employee or might result in a possible excess benefit transaction. This Policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to not-for-profit and charitable organizations.

SECTION 13.02. Definitions. In addition to the terms defined elsewhere in this Policy, the following terms shall have the following meanings when used herein:

(a) “**Interested Person**” means any Director, Officer, or Committee Member with delegated powers from the Board of Directors, who has a direct or indirect Financial Interest (as defined herein).

(b) “**Financial Interest**” A person has a financial interest if the person has, directly or indirectly, through business, investment, or family (i) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, (ii) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or (iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. A Financial Interest is not necessarily a conflict of interest; a person who has a Financial Interest may have a conflict of interest only if the appropriate Board of Directors or committee thereof decides that a conflict of interest exists.

(c) “**Compensation**” shall mean direct and indirect remuneration, as well as gifts or favors that are not substantial.

SECTION 13.03. Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Directors and Committee Members with governing board delegated powers considering the proposed transaction or arrangement.

SECTION 13.04. *Determining Whether a Conflict of Interest Exists.* After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, he/she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining members of the Board of Directors or Committee Members shall decide if a conflict of interest exists.

SECTION 13.05. *Procedures for Addressing the Conflict of Interest.*

(a) An Interested Person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The chairperson of the Board of Directors or designated committee thereof shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the Board of Directors or designated committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonable possible under circumstances not producing a conflict of interest, the Board of Directors or designated committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

SECTION 13.06. *Violations of this Policy.* If the Board of Directors or designated committee has reasonable cause to believe a Director, Committee Member, Officer or Employee has failed to disclose actual or possible conflicts of interest, it shall inform such Director of the basis for such belief and afford the Director an opportunity to explain the alleged failure to disclose. If, after hearing the Director's response and after making further investigation as warranted by the circumstances, the Board of Directors or designated committee thereof determines the Director, Committee Member, Officer or Employee has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 13.07. *Records of Proceedings.* The minutes of the Board of Directors and all committees with Board delegated powers shall contain (a) the names of the person who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Board of Director's or committee's decision as to whether a conflict of interest in fact existed, and (b) the names of the persons who were present for discussions and votes relating to the transaction and arrangement, the content of the

discussion, including any alternatives to the proposed transaction or arrangement, and record of any votes taken in connection with the proceedings.

SECTION 13.08. *Compensation.*

(a) Any Director who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to such Director's compensation.

(b) Any voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to such member's compensation.

(c) No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

SECTION 13.09. *Annual Statements.* Each Director, Officer, and Committee Member with delegated powers from the Board of Directors shall annually sign a statement which affirms such person (a) has received a copy of this Policy, (b) has read and understands this Policy, (c) has agreed to comply with this Policy, and (d) understands that the Corporation is charitable and, in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

SECTION 13.10. *Periodic Reviews.* To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: (a) whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and (b) whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

SECTION 13.11. *Use of Outside Experts.* When conducting the periodic reviews as provided for in this Policy, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

SECTION 13.12. *Amendments to this Policy.* The Board of Directors shall have the power and authority to alter, amend, and repeal this Policy and adopt a new Conflict of Interest Policy which may supplement, amend, or supersede this Article XIII, as so directed by the Board of Directors

ARTICLE XIV
AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws adopted by two-thirds of the Members present (in person or by proxy) at a duly constituted meeting of the Members at which a quorum is present; provided, however, that the Conflict of Interest Policy contained in Article XIII herein may be altered, amended or repealed by the Board of Directors at any meeting thereof. Such action to the Bylaws may be taken at any regular bi-annual meeting or special meeting of the Members, provided that notice of the proposed alteration, amendment, repeal or adoption be contained in the notice of any special meeting at which such action is taken, and provided further that no such alteration, amendment, repeal or adoption shall in any way conflict with the purposes of the Corporation as stated in its Articles of Incorporation or otherwise cause the Corporation to lose its qualification as an exempt organization under Section 501(c)(3) of the Code.

ARTICLE XV
MISCELLANEOUS

SECTION 15.01. *Definitions.* In addition to the terms defined elsewhere in these Bylaws, the following terms shall have the following meanings when used herein:

- (a) **“Articles of Incorporation”** means the Articles of Incorporation of the Corporation filed with the Secretary of State of the State of Illinois on December 4, 2002, as amended on June 8, 2021, and any future amendments thereto.
- (b) **“Bylaws”** means these bylaws as originally adopted on August 1, 2005, and as amended on October 11, 2021 and any future amendments thereto.
- (c) **“Code”** means the Internal Revenue Code of 1986, as amended, and shall include corresponding provisions of future federal tax laws, all as from time to time in effect.
- (d) **“Director”** means a member of the Board of Directors.
- (e) **“Not for Profit Corporation Act”** means the Illinois General Not for Profit Corporation Act of 1986, as amended.

SECTION 15.02. *Writings.* Any action required in these Bylaws to be “written,” to be “in writing,” to have “written consent,” to have “written approval,” and the like by or of Members, Directors or Committee Members shall include any communication transmitted or received by facsimile, electronic mail, or other means of electronic transmission.