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# AMENDED AND RESTATED BYLAWS OF AMERICAN THEOLOGICAL LIBRARY ASSOCIATION

(An Illinois Not-For-Profit Corporation)

AS ADOPTED JUNE 15, 2018

## ARTICLE I

### OFFICES

**SECTION 1.01 *Principal and Other Offices.*** The principal office of the Corporation shall be located in the State of Illinois. 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 1.02 *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 II

### MEMBERS

**SECTION 2.01 *Classes of Membership.*** The Corporation shall have six (6) classes of membership: Institutional, Individual, Affiliate, Student, Retired, and Emeritus. Institutional Members, Individual Members, and Retired Members are voting members (collectively, the “Voting Members”). Affiliate Members, Student Members, and Emeritus Members are non-voting members (collectively, the “Non-Voting Members”).

**SECTION 2.02 *Rights of Membership.***

- (a) Voting Members. Voting Members shall have only the following rights: (1) attend meetings of the members and vote; (2) elect Directors to serve on the Board of Directors; (3) approve any alteration of, amendment to, or repeal of the Bylaws; (4) participate in such Corporation programs as the Board of

Directors may determine from time to time; and (5) receive those publications of the Corporation that are distributed to the membership. Voting Members shall not have any rights other than those stated in this Section 2.02(a).

- (a) Non-Voting Members. Non-Voting Members shall not have the right to vote on any matters. Non-Voting Members shall have the right to (1) attend meetings of the members; (2) receive those publications of the Corporation that are distributed to the membership; and (3) participate in such other Corporation programs as the Board of Directors may determine from time to time.
- (b) Corporation Programs. With respect to Corporation programs, the Board of Directors may establish different programs for each membership class and may limit participation in any such program to members of the pertinent membership class.

**SECTION 2.03 *Qualifications for Membership.*** The Board of Directors may establish qualifications for membership from time to time. As of the date of these Bylaws, the qualifications for membership are as follows:

- (a) Institutional Members. A library of an institution qualifies for Institutional Membership if the institution is (1) an institution of higher education supporting programs in theology or religious studies that is accredited by an authority recognized by the U.S. Department of Education, Council of Higher Education Accreditation, or the equivalent thereof in other jurisdictions, or (2) a non-degree granting organization maintaining one or more significant collections primarily of theological, religious, or ecclesiastical research material. If the applicant library serves more than one institution, at least one of the institutions shall meet one of the qualifications set forth in this Section 2.03(a).
- (b) Individual Members. Any person who is engaged in professional library or scholarly communications work in theological or religious fields or who has a demonstrated, bona fide interest in the literature of religion, theological librarianship, or the purposes and work of the Corporation, shall qualify for Individual Membership in the Corporation.
- (c) Affiliate Members. An organization that does not qualify for Institutional Membership, but that has a demonstrated record of support for theological librarianship and the purposes and work of the Corporation, shall qualify for Affiliate Membership.
- (d) Student Members. Any student enrolled in a degree program who is carrying a half-time course load or greater shall qualify for Student Membership.
- (e) Retired Members. To qualify for Retired Membership in the Corporation, a person must (1) have fully retired from gainful employment; and (2) have been an Individual Member continuously for the immediately preceding ten-year period.
- (f) Emeritus Members. To qualify for Emeritus Membership, a person must have been an Individual Member or Retired Member continuously for the immediately preceding ten-year period. Notwithstanding any of the foregoing, each member must be in good standing with respect to any dues owed to the Corporation and must be supportive of the purposes and work of the Corporation.
- (g) Upon receipt of an application for membership, person(s) authorized by the Board of Directors shall review the application and the applicant's credentials to determine if the applicant does in fact meet the requirements for member-

ship. This determination must be made in good faith and, once so made, is final and not appealable.

**SECTION 2.04 *Dues of Members.*** The Board of Directors shall determine from time to time the amount, if any, of membership dues associated with each class of membership. Membership dues, if any, shall be payable in advance for the following full year. Memberships will automatically be renewed upon payment of the annual membership dues, if any, for the next succeeding year.

**SECTION 2.05 *Transfer of Membership.*** Membership in the Corporation is not transferable or assignable by any member.

**SECTION 2.06 *Suspension.*** Members failing to pay their annual membership dues within sixty (60) calendar days of their due date shall automatically be suspended and shall lose all rights, including, but not limited to, any voting rights. A member thus suspended may be reinstated by payment of such member's unpaid dues. Members also may be suspended or reinstated by an affirmative vote of two-thirds (2/3) of the Directors then in office.

**SECTION 2.07 *Resignation.*** Any Member may resign at any time by giving written notice 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 2.08 *Termination of Membership.*** The Board of Directors may terminate a membership by an affirmative vote of two-thirds (2/3) of the Directors then in office.

## ARTICLE III

### MEETING OF MEMBERS

**SECTION 3.01 *Annual Member Meetings.*** Regular annual meetings of the members (each, an "Annual Member Meeting") shall be held at such time and place as shall be fixed by the Board of Directors, for the purpose of electing Directors 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 members (each, a "Regular Member Meeting"). If the election of Directors shall not be held at the Annual Member Meeting, the Voting Members shall cause the election to be held at a Regular Member Meeting or at a special meeting of the members (each, a "Special Member Meeting") as soon thereafter as may be convenient.

**SECTION 3.02 *Special Member Meetings.*** Special Member Meetings may be called at any time by the Board of Directors, the President, or the Secretary, and shall be called by the Secretary upon written request (stating the purpose of the proposed meeting) signed by at least fifteen percent (15%) of the Voting Members or by one-third (1/3) of the Directors then in office. Special Member Meetings shall be held at such place as may be designated in the notice or waiver of notice of such meeting.

**SECTION 3.03 Notice and Waiver of Notice.**

- (a) Unless otherwise provided by Not for Profit Corporation Act, the Articles of Incorporation, or these Bylaws, notice of Annual, Regular, and Special Member Meetings shall be delivered to each Voting Member not less than five (5) days nor more than sixty (60) days before the date of such meeting at such Voting Member's address as it appears on the records of the Corporation. Such notice shall state the place, date, hour, and, in the case of a Special Member Meeting, the purpose(s) of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is sent by facsimile transmission, such notice shall be deemed to be delivered upon direction to the facsimile number of record of the Voting Member. If notice is given by electronic mail or other means of electronic transmission, such notice shall be deemed to be delivered upon direction to the electronic mail address or other electronic address of record of the Voting Member. If sent by any other means (including 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 Voting Member. The Corporation may, but is not required to, provide notice of any meetings to the Non-Voting Members.
- (b) When any notice whatever is required to be given under the provisions of the Not for Profit Corporation Act, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Voting Member at a meeting of the members shall constitute a waiver of notice of such meeting, except where the Voting Member objects to the holding of the meeting because proper notice was not given.

**SECTION 3.04 Proxies.** Voting by proxy shall not be permitted.

**SECTION 3.05 Designated Representative.** Each Institutional Member and Affiliate Member shall designate in writing an individual who has the right to act on its behalf (each, a "Designated Representative"), and the Corporation shall have the right to rely on this designation and any acts, omissions, or representations of the Designated Representative unless and until the member designates someone else to serve as the Designated Representative. The Designated Representative must be an employee or officer of the respective Institutional Member or Affiliate Member.

**SECTION 3.06 Quorum.** Fifteen percent (15%) of each of the classes of Voting Members shall be necessary to constitute a quorum for the transaction of business at any meeting of the members. For the purposes of a quorum, the classes of Individual and Retired Members shall be counted as one class.

**SECTION 3.07 Voting.** Each Voting Member shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the members. For purposes of clarification, an individual who is both an Individual or Retired Member and a Designated Representative of an Institutional Member may cast a total of two (2) votes on each matter submitted to a vote of the members, one (1) such vote in his or her capacity as an Individual or Retired Member and one (1) such vote in his or her capacity as a Designated Representative.

**SECTION 3.08 *Use of Conference Telephone or Other Interactive Technology.*** If the Board of Directors so determines, Members may participate in and, in the case of Voting Members, 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. Such participation shall constitute presence in person at such meeting.

**SECTION 3.09 *Informal Action by Members.***

- (a) **Action by Ballot.** Any action required or permitted to be taken at a meeting of the members may be taken without a meeting by ballot in writing by mail, e-mail, or other electronic means, pursuant to which the Voting Members are given the opportunity to vote for or against the proposed action, provided that the number of Voting Members casting a vote satisfies the quorum requirements set forth in Section 3.06 hereof and the action receives approval by a majority of the Voting Members casting votes or such larger number as may be required by the Not for Profit Corporation Act, the Articles of Incorporation, or these Bylaws. Voting must remain open for not less than five (5) days from the date the ballot is delivered; provided, however, in the case of a removal of one or more Directors, a merger, consolidation, dissolution, or a sale, lease, or exchange of assets, the voting must remain open for not less than twenty (20) days from the date the ballot is delivered. The action shall become effective only if, at least five (5) days prior to the effective date of such action, a notice in writing of the proposed action is delivered to all of the Voting Members.
- (b) **Action by Written Consent.** Any action required or permitted to be taken at a meeting of the members may be taken without a meeting and without a vote if a consent in writing, setting forth the action so taken, shall be signed by all of the Voting Members.
- (c) **Use of Electronic Signature.** A Voting Member may take action by a written consent using an electronic signature if the electronic transmission approving the action includes the signatory's full name in a form intended by the signatory: (a) to serve as his or her signature and (b) to authenticate the consent. Each electronic signature should be affixed to an email message or other electronic communication that: (i) contains, attaches, or references the written consent action; (ii) includes an affirmative statement (such as "Yes," "I agree," or "I consent"); and (iii) contains a clear reference to the written consent action in the subject line.

**ARTICLE IV**

**BOARD OF DIRECTORS**

**SECTION 4.01 *General Powers of Directors.*** The property and affairs of the Corporation shall be managed by the Board of Directors.

**SECTION 4.02 *Number, Tenure, and Qualifications of Directors.***

- (a) The Board of Directors shall consist of twelve (12) Directors to be divided into three (3) classes—Class A, Class B, and Class C—such that there shall be four (4) Directors in each class.

- (b) The Voting Members shall elect Directors to succeed those Directors whose terms expire, and such elections shall be for three-year terms of office, each to expire at the third succeeding Annual Member Meeting after the Director's election. No Director shall serve more than two (2) consecutive terms, except that a Director appointed to fill an unexpired term of eighteen (18) months or less may be elected to two (2) consecutive full terms thereafter. A Director shall hold office until his or her successor shall have been duly elected and qualified or until the Director's death, resignation, or removal.
- (c) The Board of Directors shall establish an annual calendar, timeline, and procedure for the nomination of candidates for election as Directors, each of which shall not be inconsistent with these Bylaws.
- (d) The Nominating Committee shall develop a slate of at least two (2) nominations for each of the four (4) directorships to be filled at each Annual Member Meeting and shall deliver the slate to the Board of Directors and the Secretary. The Board of Directors may modify the Nominating Committee's slate before delivering the initial slate to the Voting Members.
- (e) The Voting Members may add candidate(s) to the slate by petition(s) signed by at least ten (10) Voting Members and filed with the Secretary. The Secretary shall deliver to the Voting Members (i) the final slate of candidates, including biographical data on each candidate, and (ii) a ballot. Notwithstanding any of the foregoing, no candidate may be included on this final slate without his or her consent.
- (f) Each Director must be an Individual or Retired Member in good standing at the time of his or her nomination and election and throughout the entirety of his or her service on the Board of Directors. A Director shall automatically cease to be a Director immediately upon ceasing to be an Individual or Retired Member in good standing. No employee of the Corporation may be a Director.

**SECTION 4.03 *Annual and Regular Director Meetings.*** Annual meetings of the Board of Directors (each, an "Annual Director Meeting") 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 (each, a "Regular Director Meeting") without other notice than such resolution. If the election of Officers shall not be held at any Annual Director Meeting, the Board of Directors shall cause the election to be held at a Regular Director Meeting or at a special meeting of the Board of Directors (each, a "Special Director Meeting") as soon thereafter as may be convenient.

**SECTION 4.04 *Special Director Meetings.*** Special Director Meetings may be called by or at the request of the President or any three (3) Directors, and such person or persons may fix any place as the location of any Special Director Meeting so called. For purposes of clarification, no business may be transacted at any such meeting unless a quorum of Directors is present, as set forth in Section 4.07 of these Bylaws.

**SECTION 4.05 *Member Access to Meetings.*** Meetings of the Board of Directors are open to members of the Corporation with the exception of portions thereof that are executive sessions as specifically designated by the Board of Directors or as called by any Director. Members who wish to attend a meeting of the Board of Directors shall inform the President at least two (2) days in advance to assure that adequate space is available.

**SECTION 4.06 *Notice and Waiver of Notice.***

- (a) Unless otherwise required by the Not for Profit Corporation Act, the Articles of Incorporation, or these Bylaws, written notice of any Annual or Special Director Meeting shall be delivered not less than three (3) days before the date of such meeting to each Director at his or her address as it appears on the records of the Corporation, and such notice shall state the place, date, hour, and, in the case of a Special Director Meeting, the purpose(s) of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. Mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is sent by facsimile transmission, such notice shall be deemed to be delivered upon direction to the facsimile number of record of the Director. If notice is given by electronic mail or other means of electronic transmission, such notice shall be deemed to be given upon direction to the electronic mail address or other electronic address of record of the Director. If sent by any other means (including 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.
- (b) When any notice whatever is required to be given under the provisions of the Not for Profit Corporation Act, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**SECTION 4.07 *Quorum.*** A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

**SECTION 4.08 *Use of Conference Telephone or Other Interactive Technology.*** If the Board of Directors so determines, members of the Board of Directors or any committee may participate in and act at any meeting of the Board of Directors or committee, as the case may be, 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. Such participation shall constitute presence in person at such meeting.

**SECTION 4.09 *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 the Not for Profit Corporation Act, the Articles of Incorporation, or these Bylaws.

**SECTION 4.10 *Informal Action by Directors.***

- (a) Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof 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 or by all of the members of such committee, as the case may be, and the writing or writings are filed with the minutes of the proceedings of the Board of Directors or committee. 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.
- (b) A Director or committee member, as the case may be, may take action by a written consent using an electronic signature if the electronic transmission approving the action includes the signatory's full name in a form intended by the signatory (a) to serve as his or her signature and (b) to authenticate the consent. Each electronic signature should be affixed to an e-mail message or other electronic communication that (i) contains, attaches, or references the written consent action; (ii) includes an affirmative statement (such as "Yes," "I agree," or "I consent"); and (iii) contains a clear reference to the written consent action in the subject line.

**SECTION 4.11 *Resignation.*** Any Director may resign at any time by giving written notice 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 4.12 *Removal.***

- (a) Removal by Voting Members. Any Director may be removed, with or without cause, by the affirmative vote of two-thirds (2/3) of the Voting Members present and voting at any Annual, Regular, or Special Member Meeting at which a quorum is present. The proposed removal shall be set forth in the notice of any such meeting, and the notice shall be delivered to each Voting Member at least twenty (20) days and not more than sixty (60) days prior to such meeting.
- (b) Removal by the Board of Directors. Notwithstanding the foregoing, any Director appointed by the Board of Directors pursuant to Section 4.13 hereof may be removed, with or without cause, by the affirmative vote of a majority of the Directors then in office at any meeting of the Board of Directors at which a quorum is present whenever, in their judgment, the best interests of the Corporation would be served thereby. The proposed removal shall be set forth in the notice of any Special Director Meeting, delivered to each Director at least twenty (20) days prior to such meeting.
- (c) Automatic Removal. Notwithstanding each of Sections 4.12(a) and 4.12(b) of these Bylaws, any Director who fails to attend any two (2) meetings of the Board of Directors in any given year, without reasonable excuse therefor, as determined in the sole reasonable discretion of the Board of Directors, shall automatically be removed from the Board of Directors, such that a vote of the Voting Members or the Board of Directors shall not be required to effectuate such removal. For purposes



of clarification, attendance includes participation by means of conference telephone or other interactive technology in accordance with Section 4.08 hereof.

**SECTION 4.13 *Vacancies.*** Any vacancy occurring in the Board of Directors because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors at any meeting thereof, provided that the individual appointed to fill the vacancy shall be an Individual or Retired Member in good standing. A Director elected or appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

**SECTION 4.14 *Recognition of Outstanding Contributions.*** The Board of Directors may in its discretion confer an award or other honor, exclusive of membership, in recognition of any person who has made an outstanding contribution to the advancement of the Corporation's work, provided that such award or other honor and the procedures in connection therewith are consistent with Section 501(c)(3) of the Code and any applicable section of Chapter 42 of the Code.

**SECTION 4.15 *Compensation.*** Directors shall not receive compensation for their services as Directors; provided, however, 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 taxexempt purposes of the Corporation, so long as the Director complies with the conflict of interest procedures of Article XI 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 V OFFICERS

**SECTION 5.01 *Officers.*** The Board of Directors shall elect a President, a Vice President, a Treasurer, and a Secretary 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 also may appoint an Executive Director and elect 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. In extraordinary circumstances, any two (2) or more offices may be held by the same person. 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. Each Officer, other than the Executive Director, must be elected from among the Directors. An individual's resignation or removal as a Director shall be deemed to also be a resignation or removal from any Officer position held by that individual.

**SECTION 5.02 *Election and Term of Office.*** With the exception of the Executive Director, the Officers shall be elected annually by the Board of Directors at the Annual Director Meeting. 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 meeting of the Board of Directors. Each Officer shall hold office until the Officer's successor has been duly elected and qualified or until the Officer's death, resignation, or removal. Election or appointment of an Officer shall not of itself create contract rights.

**SECTION 5.03 Resignation.** Any Officer may resign at any time by giving written notice 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 5.04 Removal.** Any Officer elected or appointed by the Board of Directors may be removed, with or without cause, by a vote of two-thirds (2/3) of all Directors then in office whenever, in their 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 or persons so removed.

**SECTION 5.05 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 Director Meeting.

**SECTION 5.06 President.** The President shall preside at all meetings of the Corporation and 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, if any, 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 5.07 Vice President.** The Vice President 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 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 5.08 Secretary.** The Secretary shall perform or direct and supervise the performance of the following: (a) attend all meetings of the Board of Directors and record all the proceedings of the meetings and actions of the Board of Directors in one or more files provided for that purpose; (b) be the custodian of the corporate records and of the seal, if any, of the Corporation; (c) keep a register of the post office address and electronic mail address of each Director, which shall be furnished to the Secretary by such Director; (d) see that all notices are duly given in accordance with the provisions of these Bylaws or as

required by law; and (e) 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 5.09 *Treasurer.*** The Treasurer shall be the principal financial officer of the Corporation. The Treasurer shall perform or direct and supervise the performance of the following: (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, 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. The Treasurer shall serve as the Chair of the Finance Committee.

**SECTION 5.10 *Executive Director.*** From time to time, the Corporation may appoint an Executive Director who shall be an employee of the Corporation and shall be a non-voting member of the Board of Directors. The Executive Director shall be the chief executive officer of the Corporation and, as such, shall meet regularly with the Board of Directors and in general supervise and control all the business and affairs of the Corporation, unless otherwise provided by the Board of Directors. The Executive Director may discuss corporate matters with the Board of Directors but shall not be entitled to vote on any matter submitted to a vote of the Board of Directors. The Executive Director shall, ex officio, be an assistant secretary of the Corporation, empowered to certify to corporate actions in the absence of the Secretary. The Executive Director, in addition to appointing and overseeing staff, shall be responsible to the Board of Directors for the administration of programs, services, and other activities of the Corporation; shall see that all orders and resolutions of the Board of Directors are carried into effect; and shall appoint members of advisory committees, representatives to other organizations, and other officials and agents of the Corporation, and oversee their work.

**SECTION 5.11 *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 5.12 *Other Officers and Agents.*** Any Officer not otherwise specified 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 5.13 *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 5.14 Compensation.** Unless otherwise determined by the Board of Directors or otherwise provided herein, the Officers shall not receive compensation for their services as Officers; provided, however, that nothing herein contained shall be construed to preclude any Officer 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 Officers comply with any policies adopted by the Board of Directors. Officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors. Notwithstanding any of the foregoing, the individual serving as Executive Director may receive reasonable compensation for such service, as determined by the Board of Directors from time to time.

## ARTICLE VI

### COMMITTEES

**SECTION 6.01 Board Committees.** 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 (2) 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 and allowed by law, 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; provided, however, that no such committee shall have the power or authority of the Board of Directors in reference to (a) amending or repealing these Bylaws or the Articles of Incorporation; (b) electing, appointing, or removing any Officer, Director, or committee member, or fixing the compensation of any committee member; (c) adopting a plan of merger or adopting a plan of consolidation with another corporation; (d) authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property or assets of the Corporation; (e) filling vacancies on the Board of Directors or any of its committees; (f) adopting a plan for the distribution of the assets of the Corporation or for dissolution; or (g) 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 6.02 Advisory Committees.** By resolution, the Board of Directors may designate one or more 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 or these Bylaws.

**SECTION 6.03 *Nominating Committee.*** There shall be a committee of the Board of Directors, which shall identify and nominate individuals to serve on the Board of Directors of the Corporation (the “Nominating Committee”). The Nominating Committee shall present its nominations to the Board of Directors and the Secretary. The Nominating Committee shall consist of two (2) Individual or Retired Members and one (1) Director who is not then up for re-election to the Board of Directors, each of whom shall be appointed by the Board of Directors (collectively, the “Nominating Committee Members”). The Nominating Committee Members shall be divided into three classes, as nearly equal in number as reasonably possible, as shall be designated by resolution of the Board of Directors. The terms of each class of Nominating Committee Members shall be staggered such that only one class shall be appointed each year. Each Nominating Committee Member shall serve for a nonrenewable term of three (3) years or until his or her successor has been duly elected and qualified. The longest serving member of the Nominating Committee shall serve as the chair thereof.

**SECTION 6.04 *Finance Committee.*** There shall be a Finance Committee, which shall have the responsibility of supervising the financial affairs of the Corporation and shall have and may exercise the powers and authority of the Board of Directors to the extent permitted by law, the Articles of Incorporation, and these Bylaws. The Finance Committee shall be comprised of at least two (2) Directors who shall be appointed by the Board of Directors, and a majority of its members shall be Directors. The Treasurer shall be the chair of the Finance Committee.

**SECTION 6.05 *Term of Office.*** Each member of a committee established pursuant to this Article VI, other than the Nominating Committee Members, shall serve as such until the next Annual Director Meeting 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, with or without cause, by the Board of Directors whenever in its judgment the best interests of the Corporation shall be served thereby.

**SECTION 6.06 *Chair.*** Except as otherwise provided in these Bylaws, one (1) member of each committee shall be appointed as chair by the person or persons authorized to appoint committee members thereof.

**SECTION 6.07 *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 6.08 *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 6.09 Rules.** Each committee shall fix its own rules governing the conduct of its activities, not inconsistent with these Bylaws or the rules promulgated by the Board of Directors, and shall furnish to the Board of Directors such reports of its activities as the Board of Directors may request.

## ARTICLE VII

### CONTRACTS, CHECKS, DEPOSITS, GIFTS AND INVESTMENTS

**SECTION 7.01 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 7.02 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 7.03 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 7.04 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 7.05 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 organization exempt from federal income taxation under Section 501(c)(3) of the Code. The Board of Directors may delegate investment management duties to an officer, employee, or independent investment firm, provided that doing so is prudent and in the best interests of the Corporation.

## ARTICLE VIII

### 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 IX

### FISCAL YEAR

The fiscal year of the Corporation shall end on August 31st of each year.

## ARTICLE X

### INDEMNIFICATION AND INSURANCE

**SECTION 10.01 *Indemnification.*** The Corporation shall indemnify each person who is or was a Director or 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 and by Section 4941 or 4958 of the Code, as applicable, 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 10.02 *Authorization of Indemnification.*** Any indemnification under this Article X (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 10.01 hereof, the determination shall be limited to (a) whether the person to be indemnified has met the standards specified in Section 10.01 and (b) the amount of the indemnification permitted by law. Any determination under this Section 10.02 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 10.03 *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 X, unless such payment would constitute an act of self-dealing under Section 4941 of the Code if the Corporation is a private foundation or an excess benefit transaction under Section 4958 of the Code if the Corporation is a public charity.

**SECTION 10.04 *Non-Exclusivity and Continuation.*** The indemnification provided by this Article X 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 10.05 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 X 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 X.

## ARTICLE XI

### CONFLICTS OF INTEREST

**SECTION 11.01 Conflict of Interest.** A Director shall disclose to the Board of Directors any material interest which such Director directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board of Directors, or which to the Director's knowledge might otherwise cause a conflict with a fiduciary duty owed by the Director to the Corporation. Such interested Director shall abstain from voting on such transaction or other action, but such interested Director's presence may be counted in determining whether a quorum is present.

**SECTION 11.02 Material Interest.** A Director shall be considered to have a material interest in an entity if the Director is a director, officer, or employee of the entity or if the Director has a material financial interest in the entity.

**SECTION 11.03 Comprehensive Policy.** The Board of Directors shall have the power and authority to adopt a more comprehensive policy regarding conflicts of interest, which may supplement this Article XI, as so directed by the Board of Directors.

## ARTICLE XII

### AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws adopted by the Voting Members. Such action may be, but shall not be required to be, taken at any meeting of the Voting Members, provided 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 organization exempt from federal income taxation under Section 501(c)(3) of the Code. Written notice of any proposed alteration, amendment, repeal, or adoption of the Bylaws shall be



delivered to each Voting Member not less than twenty (20) days before the date of the vote on such matter at such Voting Member's address as it appears on the records of the Corporation.

### **ARTICLE XIII**

#### **MISCELLANEOUS**

**SECTION 13.01 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 July 31, 1992, and any amendments thereto.
- (b) "Section of the Code" means a section of 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.
- (c) "Director" means a voting member of the Board of Directors.
- (d) "Not for Profit Corporation Act" means the Illinois General Not for Profit Corporation Act of 1986, as amended.

**SECTION 13.02 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 Directors or committee members shall include any communication transmitted or received by facsimile, electronic mail, or other means of electronic transmission.