



**AMENDED AND RESTATED BYLAWS OF
NEIGHBORS OF WEST LOOP**

August 15, 2017

Neighbors of West Loop (the “Organization”), pursuant to the provisions of the Illinois General Not For Profit Corporation Act of 1986 (the “Act”), hereby adopts these Amended and Restated Bylaws, which restate, amend and supersede the bylaws of the Organization, as previously amended, in their entirety as described below:

**ARTICLE I
OFFICES**

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

**ARTICLE II
PURPOSE**

The Organization has been organized as a not-for-profit corporation under Illinois law and shall be operated exclusively for education and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

The purpose of the Organization is to unite and empower people who live in the West Loop (as defined below) to make a positive impact on their community. Methods for achieving this purpose include: (a) advocating for responsible and appropriate development within the West Loop; (b) encouraging the expansion and enhancement of green space; (c) informing residents about events and other happenings in the area, through meetings, public forums and electronic communication; (d) hosting gatherings for West Loop residents to discuss matters of community interest; and (e) connecting residents with their elected representatives.

**ARTICLE III
MEMBERS**

3.1 CLASSES OF MEMBERSHIPS. The Organization shall have two classes of memberships: (a) “household memberships” and (b) “associate memberships.” Household memberships and associate memberships are together referred to herein as “memberships” and the registered holders thereof as “members.”

3.2 HOUSEHOLD MEMBERS. Individuals over the age of eighteen may be household members of the Organization. Qualifications for household membership shall include: (a) (i) having a principal residence within the West Loop (as defined below) or (ii) owning a residential property within the West Loop; (b) the payment of dues, in amounts as may be determined from time to time by the board of directors; and (c) any further qualifications that may be established by the board of directors from time to time and published on the Organization's website. Up to two qualified individuals occupying the same principal residence may share in the benefits of one household membership, other than the attendant voting rights as set forth in Section 3.5.

3.3 ASSOCIATE MEMBERS. Associate members of the Organization may include: (a) associations, boards or other similar entities formed to represent the interests of persons that reside or own a beneficial interest in residential buildings located within the West Loop; and (b) other individuals as determined from time to time by the board of directors. Qualifications for associate membership shall include: (a) the payment of dues, in amounts as may be determined from time to time by the board of directors; and (b) any further qualifications that may be established by the board of directors from time to time and published on the Organization's website.

3.4 THE WEST LOOP. For the purposes of these bylaws, the district of the West Loop (the "West Loop") shall be comprised of an area within the City of Chicago bounded on the south side by Interstate 290, on the east side by the Chicago River, on the north side by Grand Avenue and on the west side by Ogden Avenue from Grand Avenue to Madison Avenue and by Ashland Avenue from Madison Street to Interstate 290.

3.5 VOTING RIGHTS. Each membership shall be entitled to one vote on each matter submitted to a vote at a meeting of the members; provided that (a) only the individual who registered for and obtained the membership from the Organization (as reflected on the books and records of the Organization) shall be entitled to vote on behalf of the membership; and (b) except as expressly required by the Act, the only matter memberships shall be entitled to vote on is the election of directors, as provided in Section 5.3. Each such member may vote either in person or by proxy as provided in Section 4.9.

3.6 MEMBER RESPONSIBILITIES. It is the responsibility of each member to: (a) provide the Organization with accurate and up to date contact information, including valid home and email addresses, and to ensure that such member is receiving email communications from the Organization; (b) adhere to these bylaws and the Organization's social media, terms of use and other policies as updated and amended from time to time; and (c) regularly check the Organization's website and social media for membership-related updates.

3.7 TERMINATION OF MEMBERSHIP. The board of directors, by affirmative vote of two-thirds of all of the members of the board, may suspend or expel a member and/or terminate a membership for failure to meet the qualifications for such membership or otherwise for cause. A member's failure to make the payment of membership dues in full when due shall result in the automatic suspension of such membership and any attendant rights and voting privileges.

3.8 RESIGNATION. Any member may resign his, her or its membership by submitting a resignation to the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

3.9 REINSTATEMENT. Upon request signed by a former member and filed with the secretary, the board of directors may, by the affirmative vote of two-thirds of all the members of the board, reinstate such former member to membership on such terms as the board of directors may deem appropriate.

3.10 TRANSFER OF MEMBERSHIP. Membership in the Organization is not transferable or assignable.

3.11 NO MEMBERSHIP CERTIFICATES. No membership certificates of the Organization shall be required or issued.

3.12 MULTIPLE MEMBERSHIPS PROHIBITED. No individual or entity may hold more than one membership.

ARTICLE IV **MEETINGS OF MEMBERS**

4.1 ANNUAL MEETING. An annual meeting of the members shall be held once per calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting.

4.2 SPECIAL MEETINGS. Special meetings of the members may be called either by the president or the board of directors, or by members representing not less than two-thirds of the memberships, for the purpose or purposes stated in the call of the meeting.

4.3 PLACE OF MEETING. The board of directors may designate any place within the West Loop as the place of meeting for any annual or special meeting. If no designation is made, the place of meeting shall be the registered office of the Organization.

4.4 NOTICE OF MEETINGS. Notice stating the place, date and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than ten nor more than sixty days before the date of such meeting or as otherwise required by the Act. In case of a special meeting or when required by the Act or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

4.5 MEMBER NOMINATIONS. Members who are entitled to vote at a meeting of members and who have been members for at least six months may nominate one or more persons for election as directors at such meeting, as set forth in Section 5.3, provided that notice of such nomination has been received by the secretary of the Organization not later than five days after such members received notice of the meeting, as provided in Section 4.4. The notice of the nomination must contain: (a) the names and addresses of the members who intend to make the

nomination; (b) the name, age and addresses of each nominee; (c) the principal occupation or employment of each nominee; and (d) a statement from each such nominee that such nominee is willing to be nominated and to serve as a director and meets the qualifications in Section 5.2.

4.6 INFORMAL ACTION AND ACTION BY WRITTEN CONSENT BY MEMBERS PROHIBITED. Actions may be taken by members at annual and special meetings only.

4.7 FIXING OF RECORD DATE. For the purpose of determining the members entitled to notice of or to vote at any meeting of members, or in order to make a determination of members for any other proper purpose, the board of directors of the Organization may fix in advance a date as the record date for any such determination of members, such date in any case to be no more than sixty days and, for a meeting of members, not less than ten days or as otherwise required by statute. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is delivered shall be the record date for such determination of members. When determination of members entitled to vote at any meeting of members has been made, such determination shall apply to any adjournment of the meeting.

4.8 QUORUM. The holders of one tenth of the votes that may be cast at a meeting of the Organization, represented in person or by proxy, shall constitute a quorum for consideration of such matter at any meeting of members; provided that, if less than one tenth of the outstanding votes are represented at said meeting, a majority of the votes so represented may adjourn the meeting at any time without further notice being required under Section 4.4. If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting shall be the act of the members, unless the vote of a greater or different number is required by the Act, the articles of incorporation, or these bylaws (including Section 5.3 which provides that Directors shall be elected under a plurality voting standard). At any adjourned meeting at which a quorum shall be present, any business may be transacted that might have been transacted at the original meeting. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

4.9 PROXIES. Each member entitled to vote at a meeting of members may authorize another person or persons to act for him or her by proxy, but no such proxy shall be voted or acted on after eleven months from its date, unless the proxy provides for a longer period.

4.10 INSPECTORS. At any meeting of members the chair of the meeting may appoint one or more persons as inspectors for such meeting. Such inspectors shall ascertain and report the number of votes represented at the meeting, based on their determination of the validity and effect of proxies; count all votes and report the results; and do such other acts as are proper to conduct the election and voting. The report of the inspector or inspectors on the number of votes represented at the meeting and the results of the voting shall be in writing and be prima facie evidence thereof.

4.11 VOTING BY BALLOT. Voting on any question or in any election may be by voice unless the chair of the meeting shall order voting by written ballot. Each written ballot

shall state the name of the member voting and, if the ballot is cast by proxy, the name of the holder of the proxy.

ARTICLE V

BOARD OF DIRECTORS

5.1 **GENERAL POWERS.** The affairs of the Organization shall be managed by or under the direction of its board of directors.

5.2 **QUALIFICATIONS.** Each director shall be a household member in good standing: (a) at the time of his or her nomination for election; (b) for a period of at least six months prior to the time of his or her nomination; and (c) continuously through the election and the term of his or her directorship. An individual may stand for election as a director upon the nomination of the board of directors or the holders of at least ten memberships. In order to nominate an individual to stand for election at a meeting of members, members must follow the notice provisions set forth in Section 4.5.

5.3 **NUMBER AND TENURE.** The number of directors shall be determined by the board of directors. The directors elected at the first meeting of members following the adoption of these amended and restated bylaws shall be classified by division into three classes, to be known as "Cycle I," "Cycle II" and "Cycle III," with each class to be apportioned as nearly to equal in number as possible. Directors of Cycle I shall hold office until the next annual meeting of members and until their successors are duly elected and qualified, directors of Cycle II shall hold office until the second succeeding annual meeting of members and until their successors are duly elected and qualified and directors of Cycle III shall hold office until the third succeeding annual meeting of members and until their successors are duly elected and qualified. The board of directors shall determine which directors shall belong to each class. At each annual meeting of members, successors to the directors of the class whose term expires shall be elected to hold office until the annual meeting three years hence, so that the term of office of only one class of directors shall expire at each annual meeting. Directors shall be elected under a plurality voting standard, unless otherwise required by the Act. There shall be no cumulative voting in the election of directors.

5.4 **REGULAR MEETINGS.** A regular annual meeting of the board of directors shall be held without other notice than these bylaws immediately after and at the same place as the annual meeting of members. The board of directors may provide, by resolution, the time and place for the holding of additional regular meetings of the board without other notice than such resolution.

5.5 **SPECIAL MEETINGS.** Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board may fix any place within the West Loop as the place for holding any special meeting of the board called by them.

5.6 **NOTICE.** Notice of any special meeting of the board of directors shall be given at least two days previous thereto to each director, except that no special meeting of directors may remove a director unless written notice of the proposed removal is delivered to all directors

at least twenty days prior to such meeting. Notice of any special meeting of the board of directors may be waived by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these bylaws.

5.7 QUORUM. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors, provided that, if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

5.8 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 Act, these bylaws, or the articles of incorporation. No director may act by proxy on any matter.

5.9 VACANCIES. Any vacancy occurring in the board of directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the board of directors. A director elected or appointed, as the case may be, to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

5.10 RESIGNATION AND REMOVAL OF DIRECTORS. A director may resign at any time upon written notice to the board of directors. A director may be removed with or without cause, as specified by the Act.

5.11 INFORMAL ACTION AND ACTION BY WRITTEN CONSENT BY DIRECTORS. The authority of the board of directors may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the directors entitled to vote. Such consents may be signed electronically and transmitted by electronic means.

5.12 COMPENSATION. The board of directors shall not receive compensation for their services to the Organization; provided, however, that directors may be reimbursed for expenses incurred on behalf of the Organization by affirmative vote of two-thirds of all of the members of the board (not including the interested director or directors).

5.13 PRESUMPTION OF CONSENT. A director who is present at a meeting of the board of directors at which action on any Organization matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the secretary of the Organization immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE VI **OFFICERS**

6.1 **OFFICERS.** The officers of the Organization shall be a president, a treasurer and a secretary. The Organization may also have one or more vice-presidents, one or more assistant secretaries, one or more assistant treasurers and such other officers and assistant officers as may be elected or appointed by the board of directors. Each officer shall be a household member in good standing at the time of his or her appointment and continuously through the term of such officership. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person.

6.2 **ELECTION AND TERM OF OFFICE.** The officers of the Organization shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, until his or her death, or until he or she shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

6.3 **REMOVAL.** Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the Organization would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

6.4 **PRESIDENT.** The president shall be the principal executive officer of the Organization. Subject to the direction and control of the board of directors, he or she shall be in charge of the business and affairs of the Organization; he or she shall see that the resolutions and directives of the board of directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the board of directors; and, in general, he or she shall discharge all duties incident to the office of president and such other duties as may be prescribed by the board of directors. In the absence of the chair of a meeting, he or she shall preside at all meetings of the members and of the board of directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Organization or a different mode of execution is expressly prescribed by the board of directors or these bylaws, he or she may execute for the Organization any contracts, deeds, mortgages, bonds or other instruments that the board of directors has authorized to be executed, and he or she may accomplish such execution either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument.

6.5 **VICE PRESIDENT.** The vice president, if any (or in the event there be more than one vice president, each of the vice presidents) shall assist the president in the discharge of his or her duties as the president may direct and shall perform such other duties as from time to time may be assigned to him or her by the president or the board of directors. In the absence of the president or in the event of his or her inability or refusal to act, the vice president (or in the event

there be more than one vice president, the vice presidents, in the order designated by the board of directors, or by the president if the board of directors has not made such a designation, or in the absence of any designation, then in the order of their seniority of tenure) shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions on the president. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Organization or a different mode of execution is expressly prescribed by the board of directors or these bylaws, the vice president (or any of them if there is more than one) may execute for the Organization any contracts, deeds, mortgages, bonds, or other instruments that the board of directors has authorized to be executed, and he or she may accomplish such execution either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument.

6.6 TREASURER. The treasurer shall be the principal accounting and financial officer of the Organization. He or she shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the Organization; (b) have charge and custody of all funds and securities of the Organization, and be responsible therefor, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or by the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board of directors shall determine.

6.7 SECRETARY. The secretary shall: (a) record the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be a custodian of the corporate records; (d) keep a register of the contact information of each member that shall be furnished to the secretary by such member; and (e) perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the board of directors.

6.8 ASSISTANT SECRETARIES AND ASSISTANT TREASURERS. The assistant treasurers and assistant secretaries shall perform such duties as shall be assigned to them by the treasurer or the secretary, respectively, or by the president or the board of directors. If required by the board of directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine.

6.9 SALARIES. There shall be no salaries for officers of the Organization; provided, however, that officers may be reimbursed for expenses incurred on behalf of the Organization by affirmative vote of two-thirds of all of the members of the board or by the president.

ARTICLE VII **COMMITTEES, COMMISSIONS, AND ADVISORY BOARDS**

7.1 COMMITTEES. The board of directors, by resolution adopted by the affirmative vote of two-thirds of all of the members of the board, may designate one or more committees. The committees, to the extent provided in said resolution and not restricted by law, shall have

and exercise the authority of the board of directors in the management of the Organization; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed on it, him, or her by law. Each such committee shall consist of two or more directors and such other persons as the board of directors appoints, provided that a majority of each committee's members are directors.

7.2 COMMISSIONS OR ADVISORY BODIES. Commissions or advisory bodies not having and exercising the authority of the board of directors in the Organization may be designated or created by the board of directors. The commission or advisory body may not act on behalf of the Organization or bind it to any actions but may make recommendations to the board of directors or to the officers of the Organization. The commissions of the Organization shall include the following: (1) the Development Committee, (2) the Parks and Green Space Committee, (3) the Communications Committee, (4) the Events Committee, (5) the Membership Committee, (6) the Public Safety/CAPS Committee and (7) the Philanthropy Committee. While such commissions are identified as "Committees" they are not committees of the board of directors for purposes of Section 7.1.

7.3 CHAIR. Each committee, advisory board, or commission shall have a chair, who shall be appointed by the board of directors from amongst the members of the board of directors.

7.4 APPOINTMENT OF MEMBERS. The chair of each committee shall recommend members for appointment by the board of directors. The Chair of each advisory body or commission shall appoint the members of such advisory body or commission.

7.5 TERM OF OFFICE. (a) Each member of a committee and the chair of each advisory body or commission shall continue as such until the next annual meeting of the board of directors and until his or her successor is appointed, unless the committee, advisory body or commission shall be sooner terminated, unless such member shall resign or be removed from such committee, advisory body, or commission by the respective chair or by the board of directors, or unless such member shall cease to qualify as a member thereof. (b) Each member of an advisory body or commission other than the chair of the advisory body or commission shall continue as such until the earlier of the termination of the advisory body or commission, the resignation of the member or removal by the chair of the advisory body or commission, or such member ceasing to qualify as a member of the advisory body or commission.

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

7.7 QUORUM. Unless otherwise provided in the resolution of the board of directors designating a committee, advisory body, or commission, a majority of the whole committee, advisory body or commission shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee, advisory body or commission.

7.8 RULES. Each committee, advisory body, or commission may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

7.9 INFORMAL ACTION. The authority of a committee may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all the members entitled to vote. Such consents may be signed electronically and transmitted by electronic means.

ARTICLE VIII **CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

8.1 CONTRACTS. The board of directors may authorize any officer or officers or agent or agents of the Organization, 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 Organization, and such authority may be general or confined to specific instances.

8.2 CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Organization shall be signed or authorized by such officer or officers or agent or agents of the Organization and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed or authorized by the treasurer or an assistant treasurer, acting under the direction of the board of directors.

8.3 DEPOSITS. All funds of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies, or other depositories as the board of directors may select and correct and complete records thereof shall be kept by the appropriate officers.

8.4 CONTRIBUTIONS. The board of directors may accept on behalf of the Organization any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Organization.

ARTICLE IX **BOOKS AND RECORDS**

The Organization shall keep correct and complete books and records of account. It shall also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records may be maintained in electronic form.

ARTICLE X **FISCAL YEAR**

The fiscal year of the Organization shall be fixed by resolution of the board of directors.

ARTICLE XI
DUES

11.1 **DUES**. The board of directors may determine from time to time the amount of the dues payable to the Organization by members of each class of membership.

11.2 **DEFAULT AND TERMINATION OF MEMBERSHIP**. When any member of any class of membership shall be in default in the payment of dues, his, her or its membership may thereupon be terminated by the board of directors in the manner provided in **Article III** of these bylaws.

ARTICLE XII
NOTICE

12.1 **METHOD OF NOTICE**. Any notice required to be given under the provisions of the Act, the articles of incorporation or the bylaws of the Organization may be delivered in any manner reasonably designed to reach the recipient, which forms may include, but shall not be limited to, email, notice provided in person at meetings or the posting of notice on the Organization's website or through the Organization's social media accounts.

12.2 **WAIVER OF NOTICE**. Whenever any notice is required to be given under the provisions of the Act, the articles of incorporation or the bylaws of the Organization, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE XIII
INDEMNIFICATION

13.1 **INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE ORGANIZATION**. To the fullest extent permitted under the Act, the Organization shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Organization) by reason of the fact that he or she is or was a director, officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a director, officer, employee or agent of another Organization, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Organization and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in or not

opposed to the best interests of the Organization or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

13.2 INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE ORGANIZATION. To the fullest extent permitted under the Act, the Organization shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Organization to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a director, officer, employee or agent of another Organization, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Organization, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Organization, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

13.3 RIGHT TO PAYMENT OF EXPENSES. To the extent that a director, officer, employee, or agent of the Organization has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Section 13.1 and Section 13.2, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

13.4 DETERMINATION OF CONDUCT. Any indemnification under Section 13.1 and Section 13.2 (unless ordered by a court) shall be made by the Organization only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 13.1 and Section 13.2. Such determination shall be made: (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (c) by the members entitled to vote, if any.

13.5 PAYMENT OF EXPENSES IN ADVANCE. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Organization in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Organization as authorized in this Article.

13.6 INDEMNIFICATION NOT EXCLUSIVE. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification

may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

13.7 INSURANCE. The Organization may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Organization, or who is or was serving at the request of the Organization as a director, officer, employee or agent of another Organization, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Organization would have the power to indemnify such person against such liability under the provisions of this Article.

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

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

ARTICLE XIV **AMENDMENTS**

14.1 POWER TO AMEND. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested solely in the board of directors unless otherwise provided in the articles of incorporation. Such action may be taken at a regular or special meeting of the board for which written notice of the purpose shall be given, by affirmative vote of two-thirds of all of the members of the board. The bylaws may contain any provisions for the regulation and management of the affairs of the Organization not inconsistent with law or the articles of incorporation.

14.2 PREVIOUS BYLAWS. These bylaws hereby supersede and cancel all previous and/or currently existing bylaws of the Organization. All previous and/or currently existing bylaws of the Organization are hereby deemed null and void.