CERTIFICATE OF ADOPTION OF BY-LAWS

I do hereby certify that the above stated Amended and Restated By-laws of the New Lenox Youth Football League were approved by the Corporation's Board of Directors on October7th, 2025 and constitute a complete copy of the By-laws of the Corporation.

By: _____ Attest: _____

Title: President Title: Vice President

Date: 10/7/25 Date: 10/7/25

AMENDED AND RESTATED BY-LAWS OF NEW LENOX YOUTH FOOTBALL ASSOCIATION
an Illinois-not-for-profit Corporation

ARTICLE I
NAME AND ORGANIZATION

1.01 Name: The name of the Corporation shall be the New Lenox Youth Football Association (the "Corporation"). The business of the Corporation may also be conducted as NLYFA.

1.02 Organization: The Corporation was organized as an Illinois not-for-profit corporation pursuant to the Illinois General Not for Profit Corporation Act of 1986, as amended from time to time (the "Act") by the filing of Articles of Incorporation on December 9, 2005 with the Illinois Secretary of State and as amended from time to time, including but not limited to, the Amended and Restated Articles of Incorporation filed with the Illinois Secretary of State on , 2017 (collectively referred to as the "Articles").

1.03 Registered Office and Registered Agent: The Corporation's registered office shall be at the office of its registered agent: Mathew Bruns, Bruns and Bruns, 321 W. Maple Street, Suite 101, New Lenox, Illinois 60451 . The registered office and registered agent may be changed by filing the address of the new registered office and/or the name of the new registered agent with the Illinois Secretary of State pursuant to the Act.

1.04 Membership in the River Valley Youth Football League: The Corporation is a member of the River Valley Youth Football League and, where applicable, is governed by the rules and regulations of the River Valley Youth Football League.

ARTICLE II
PURPOSES AND POWERS

2.01 General Purpose: The Corporation is an Illinois non-for-profit corporation and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or any corresponding section of any future Federal tax code, including, for such purposes, the making of contributions or distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code of 1986, or any corresponding section of any future Federal tax code.

2.02 Specific Purpose: The Corporation's specific purpose is to organize, maintain, administer, and promote an amateur football and cheerleading association that is a member of the River Valley Youth Football League.

2.03 Powers: The Corporation shall have the power, directly or indirectly, along or in conjunction or cooperation with others. to do any and all lawful acts as authorized by the Act which way be necessary or convenient its purpose, for which the Corporation is organized, and to aid or assist other charitable organizations or persons whose activities further

accomplish, foster or attain such purposes. The powers of the Corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.04 Nonprofit Status and Exempt Activities Limitation:

(a) Non rot t Legal Status. The Corporation is organized as an Illinois non-profit corporation and seeks to obtain tax exempt status as a charitable organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or any corresponding section of any future Federal tax code.

(b) Activities Limitation. Notwithstanding any other provision of these By-laws, no director, officer, employee, member, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, 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 Articles and these By-laws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of the Corporation, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving Corporation.

The organization to receive the assets of the Corporation hereunder shall be selected in the discretion of a majority of the Board of Directors of the Corporation (the "Board"), and if its Board cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Corporation, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Illinois.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Illinois to be added to the general fund.

(d) Restricted Activitv. The Corporation will not engage in prohibited political or legislative activity that would impact its ability or recognition as a tax exempt charitable organization pursuant to Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III
MEMBERSHIP

3.01 No Membership Classes: The Corporation shall not have any members or membership classes who will have any right to vote or title or interest in or to the Corporation, its property and assets. The Corporation shall managed solely by its Board in accordance with the Act, the Articles and these Amended and Restated By-Laws of the New Lenox Youth Football League Association (the "By-Laws").

3.02 Non-Votin•p Affiliates: The Board may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the Corporation. The Board, a designated committee of the Board, or any duly elected officer in accordance with Board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board, affiliates may be given endorsement, recognition and medla coverage at fundraising activities, clinics, other events or at the Corporation website. Affiliates have no voting rights, and are not members of the Corporation.

3.03 Dues: Any dues for affiliates shall be determined by the Board.

ARTICLE IV
BOARD OF DIRECTORS

4.01 Number of Directors: The Board shall consist of at least four (4) but not more than twenty-one (21) members (referred to as a "Director(s)"). Within these limits, the Board may increase or decrease the number of Directors serving on the Board, including for the purpose of staggering the terms of Directors. Currently at the time of the adoption of these By-Laws there are twenty-one (21) Directors; however, starting January 1, 2018 and for all subsequent years the maximum number of Directors shall not exceed eighteen (18) Directors. The number of Directors may be decreased to fewer than four (4), or increased to more than eighteen (18) from time to time by amendment of this section of the Board, unless the Articles provide that a change in the number of directors shall be made only by an amendment to the Articles.

2.05 Powers: All corporate powers shall be exercised by or under the authority of the Board and the affairs of the Corporation shall be managed exclusively under the direction of the Board and the Directors, except as otherwise provided by law. The Board shall have all powers granted to a Board of Directors as stated in the Act. In addition the Board shall specifically have the power to adopt any rules and regulations it sees fit to assist with the specific

purpose of the Corporation to organize, maintain, administer, and promote an amateur football and cheerleading association that is a member of the River Valley Youth Football League,

including the powers to regulate any participants or their parents who participate in any football or cheerleading programs run by the Corporation.

4.02 Board Officers: The officers of the Corporation shall be the Director positions set forth in Article VI of these By-Laws, all of whom shall be elected and serve at the pleasure of the Board.

4.03 Election of Directors: The appropriate Directors shall be elected by the Board in accordance with these By-Laws and according to the term limitations and the position that is being held in the election therefore. Election of a Director shall not in and of itself create contractual rights. No Director that is either up for re- election or has resigned his or her position will be allowed to vote in the current election, unless said Director is running for a Board position unopposed in said election.

4.04 Qualifications of and Eligibility of Directors for Certain Board Positions: In order to be eligible to serve as a Director on the Board, the individual must be 18 years of age; be the parent of a child currently registered in the Corporation's youth football or cheerleading programs; and current on all registration dues. Further, a person desiring to run for a position on the Board must be nominated by a current Director position in order to be eligible for election; and a Director must have served a minimum of one (1) year on the Board in any position in order to be eligible to be elected, appointed or nominated to be the executive committee of the Board and the Director positions of President, Vice President, Treasurer or Secretary.

4.05 Terms:

(a) Beginning with the December 2014 election, all Directors are to elected to serve a two (2) year terms; however, any Director's term may be extended until a successor has been elected.

(b) Director terms shall be staggered so that at no point in time shall all directors term end in the same year. In order to create staggered terms, elections are to be held every year at the Corporation's annual meeting in December staggered as follows:

a. Even Years: The following Directors will be elected on even years: Vice President; Treasurer; Cheer Athletic Director; Knights Assistant Athletic Director; Warriors Assistant Cheer Director; Warriors Equipment Director; Knights Player Personnel Director; NLYFA Spirit Wear Director; NLYFA Fundraising Director; and Warrior Volunteer Director.

b. Odd Years: The following Directors will be elected on odd years: President; Secretary; Football Athletic Director; Warrior Assistant Athletic Director; Knights Assistant Cheer Director; Warrior Player Personnel Director; Knights Equipment Director; and Knights Volunteer Director.

(c) Directors may serve terms in succession in either the same of different officer positions.

(d) The term of office shall be considered to begin January 1 and end December 31, unless the term is extended until such time as a successor has been elected.

4.06 Removal of Directors by Board: The Board, by a majority of the Directors present at a Board Meeting provided a quorum is present, foray suspend or expel a Director for cause or no cause provided any such Director whose removal is proposed shall be provided notice of the Board meeting to remove such Director shall be given to the Director informing the Director of the Board's intention to remove the Direct in accordance with the notice provisions of meeting found in section 5.01(c) of these By-Laws; and the Director shall be given the opportunity to be heard by the Board prior any such vote. Any vacancies created by the removal of a Director pursuant to this section shall be filled in accordance with section 4.10 of these By-Laws.

4.07 Suspension of Director by President: The President has the authority to suspend any Director effective at the President's sole discretion for cause. In the event the President invokes the President's right to suspend a Director the President must then call a special Board meeting, at which time the Board will be informed of the suspension of the Director. Following this special meeting the President will work with the Board members to thoroughly investigate the incident that led to the Director's suspension and additional meeting of the Board will scheduled as soon as practicable in which the investigating parties and the suspended Director will be afforded the opportunity to be heard by the Board. At this meeting the Board will decide if the removal of the Director is the appropriate action. In the event removal is deemed necessary a majority vote of the Board present at the additional meeting will be required to remove the suspended Director. Any vacancies created by the removal of a Director pursuant to this section shall be filled in accordance with section 4.10 of these By-Laws.

4.08 Resignation: Any Director may resign his or her position by filing a written resignation with the Board. An electronic mail is an acceptable written resignation. Any vacancies created by the resignation of a Director pursuant to this section shall be filled in accordance with section 4.10 of these By-Laws.

4.09 Vacancies: The Board may, but is not obligated to unless the Articles, the Act or some other statute, or these By-Laws provide that a replacement Director must be appointed, fill vacancies with then current Directors or the Board as a whole due to the expiration of a Director's tern of office, resignation, death, or removal of a Director or may appoint a replacement Director to fill a previously unfilled Board position, subject to: (1) the maximum number of Directors under these By-laws; and (2) approval of the replacement Director by a majority vote of the Board present at the next regular meeting or a special meeting of the Board called for such purpose to elect a replacement Director. Vacancies in the Board due to resignation, death, or removal shall be filled by the Board or the replacement Director for the balance of the term of the Director being replaced.

4.10 Reinstatement: Upon written request signed by a Director removed pursuant to these By-Laws and filed with the Secretary, the Board may, but does not have obligation to, by a majority vote reinstate such former Director to the Director's former position upon such terms as the Board may deem appropriate. In the event the removed Director's vacancy has been filled pursuant to these By-Laws prior to the filing of reinstatement petition, the reinstatement petition will not be accepted and will be denied by the Board; however the removed Director

may run for the same Director position at the next annual meeting.

4.11 Compensation for Board Service: Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, which may include travel expenses to attend Board meetings or Corporate events.

4.12 Compensation for Professional Services by Directors: Directors are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved by the Board in accordance with these By-Laws and the Act.

ARTICLE V
BOARD MEETINGS

5.01 Board of Directors Meetings:

(a) Annual Meeting. An annual meeting of the Board shall be held in the month of December of each year for the purposes of the Board electing the designated Directors up for re-election in that calendar year and for the transaction of such other business as may come before the Board. Notice of the annual meeting shall be sent in accordance with paragraph 5.01(c) of these By-Laws.

(b) Regular Meetings. In addition to the annual meeting the Board shall hold eleven (11) other regular meetings each calendar year on the 1'tTuesday of each month (excluding December), unless the President changes the date and time of the meeting in accordance with these By-Laws. No notice of a regular meeting will be required as notice of the next scheduled regular meeting will be provided at the preceding month's regular meeting unless the date and time of the meeting is change in such case notice of the regular meeting shall be sent in accordance with paragraph 5.01(c) of these By-Laws.

(c) Notice of Meetings. If notice of a meeting is required all Directors shall be notified of the meeting at least four (4) days in advance of the regular meeting by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours notice delivered personally or by telephone. If sent by nail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting and the purpose of the meeting need not be specified unless such a meeting is being called to vote on the removal of a Director or to inform the Board of a suspension of a Director by the President in which case the notice shall include this purpose.

(d) Special Meetings. Special meetings of the Board may be called by the President or not less than one-fourth (1/4) of then current Directors of the Board. A special meeting must be preceded by at least four (4) days notice to each Director of the date, time, and place, but not the purpose, of the meeting with notice to be provided in accordance with paragraph 5.01(c) of these By-Laws unless the purpose of the meeting is required to be stated pursuant to these By-Laws.

(e) Waiver of Notice. Any Director may waive notice of any meeting, in accordance with the Act.

(f) Place of Meetings. The Board may designate any place as the place of meeting for any annual, regular, or special meeting called of the Board.

(g) Director's Attendance at Board Meetings and Participation. Directors are required to attend eight (8) of the eleven (11) regular meetings per year. A Director's failure to do so may constitute cause for removal of the Director from the Board. Except as required otherwise by law, the Articles, or these Bylaws, Directors way participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person, inteniet video meeting or by teleplionic conference call (collectively referred to as "Electronic Participation"). A Director who participates in a Board meeting through Electronic Participation will not be considered absent for the Board meeting; and a Director who participates at any Board meeting through Electronic Participation will have the ability to vote at such Board meeting.

5.02 Manner of Acting:

(a) Quorum. A majority of the Directors in office immediately before a meeting present at the meeting either in person, by Electronic Participation or Proxy, if the provisions have been complied with, shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be considered by the Board at any meeting at which a quorum is not present.

(b) Voting Rights. Each Director shall be entitled to one vote on each matter submitted to a vote of the Board. The President or the Vice-President in the order of presence shall have the power to swing the vote based on his/her discretion to decide the issue before the Board.

(c) Majoritv Vote. Except as otherwise required by law or by the Articles, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

(d) Proxies. Each Director entitled to vote at a meeting of the Board or to express consent or dissent to any corporate action in writing without a meeting may designate in writing and

authorize another Director or Board Member to act as a Proxy on behalf of the Director. Such designation shall be made in writing by the Director to the Board at least forty-eight (48) hours prior to any such meeting otherwise such Proxy shall not be recognized by the Board and the Proxy shall be revocable at any time by actual notice to the Board or the death or judicially declared incompetence of the Proxy or Director; but no such designation of a proxy shall be valid for a period longer than twelve (12) months from its date. Provided proper notice of the Proxy has been submitted to the Board in advance of the meeting a Director who designates a Proxy for any meeting shall be considered present for the meeting

for attendance and quorum purposes.

5.03 Informal Action by Directors: Any action required to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board, may be taken without a meeting if consents, in writing, setting forth the action so taken, are signed by all of the Directors entitled to vote with respect to the subject matter thereof. Electronic mail is an acceptable form of consent.

ARTICLE VI
DIRECTORS

6.01 Board Officers: The officers of the Corporation shall consist of those set forth within this Article VI of these By-Laws. Only a Director elected or appointed as a replacement Director shall be eligible to serve an officer of the Corporation.

6.02 Duties of Officers: Each officer of the Corporation shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers. The Board may also appoint additional officers as it deems expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the Board may determine. One person may hold two or more Board offices, excluding the four (4) executive positions of the Board, President, Vice-President, Secretary and Treasurer, but no Board officer may act in more than one capacity where action of two or more officers is required.

6.03 Rules and Regulations regarding Director Positions: The Board may from time to time adopt additional Rules and Regulations stating the authority, duties and obligations of any Director position.

6.04 Voting Rights: All officers of the Corporation, including but not limited to, the President, shall have the right to cast one (1) vote for each officer position a Director is appointed to on any such affairs of the Corporation that require Board approval.

6.05 Hung Board Decisions: On the occasion that the Directors are unable to make a decision based on a tied number of votes, the President or the Vice-President, in the order of presence at such meeting shall have the power to swing the vote based on his or her sole.

6.06 Officers of the Corporation: At all times the Corporation has a duty and must maintain separate Directors appointed to the executive committee of the Corporation: the President, the Vice-President, Secretary and Treasurer. Unless otherwise required by Law or Articles, the remaining Director positions stated herein may eliminate or merged by the execution of an amendment to these By-Laws. Directors shall be elected to the following offices of the Corporation and shall have the following summarized duties, which may be further amended, expanded, clarified or restricted, by an rules and regulations adopted by the Board in accordance with paragraphs 2.05 or 6.03 of these By-Laws:

1. President: The President shall preside over the Board meetings and shall be the chief executive officer of the Board and Corporation and shall perform all the usual functions

of a President of a not-for-profit corporation as provided for in the Act and these By-Laws.

2. Vice-President: In the absence or disability of the President, the ranking Vice- President or another officer designated by the Board shall perform the duties of the President. When so acting, the Vice President shall have all the powers of the President, including but not limited to, presiding over Board meetings when the President is not present and the power to cast the deciding vote if there is hung board decision. The Vice-President shall have such other powers and perform such other duties prescribed for them by the Board or the President.

3. Secretary: The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Directors and committees of the Board and Corporation. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board or the President. The Secretary may appoint, with approval of the Board, a Director to assist in performance of all or part of the duties of the Secretary.

4. Treasurer: The Treasurer shall be the lead Director for oversight of the financial condition and affairs of the Corporation. The Treasurer shall oversee and keep the Board informed of the financial condition of the Corporation and of audit or financial review results. In conjunction with other Directors or officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Corporation, are made available to the Board on a timely basis or as may be required by the Board. The Treasurer shall perform all duties properly required by the Board or the President. The Treasurer may appoint, with approval of the Board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

5. Football Head Athletic Director: The Football Head Athletic Director shall be the lead Director in charge of all football related decisions which shall include, but not be limited to, monitoring and working with the Assistant Football Athletic Directors, the

Equipment Directors, the Personal Directors to ensure all football activities are in compliance with all Corporation rules and regulations and the rules and regulations of the River Valley Youth Football League.

6. Assistant Football Athletic Director: Will assist the Head Athletic Director with all football related decisions which shall include, but not be limited to, monitoring and working with the Assistant Football Athletic Directors, the Equipment Directors, the Personal Directors to ensure all football activities are in compliance with all Corporation rules and regulations and the rules and regulations of the River Valley

Youth Football League.

7. The JR Warriors Football Athletic Director and JR Knights Athletic Director: The Assistant Football Athletic Directors shall be responsible for assisting the Football Athletic Director in all decisions regarding football to his or her particular league which duties shall include, but not be limited to, ensuring all football activities are in compliance with all Corporation rules and regulations and the rules and regulations of the River Valley Youth Football League.

8. Cheerleading Athletic Director: The Cheerleading Athletic Director shall be the lead Director in charge of all cheerleading related decisions which shall include, but not be limited to, monitoring and working with the Assistant Cheerleading Athletic Directors to ensure all cheerleading activities are in compliance with all Corporation rules and regulations and the rules and regulations of the River Valley Youth Football League.

9. The JR Warriors Assistant Cheerleading Athletic Director, JR Knights Assistant Cheerleading Director and the Elite Assistant Director: The Assistant Cheerleading Athletic Directors shall be responsible for assisting the Cheerleading Athletic Director in all decisions regarding cheerleading to his or her specific league which duties shall include, but not be limited to, ensuring all cheerleading activities are in compliance with all Corporation rules and regulations, the rules and regulations of the River Valley Youth Football League and the rules and regulations of the ICA

10. The JR Warriors Volunteer Director and the JR Knights Volunteer Director: The Volunteer Directors shall be in charge of monitoring and administrating the Corporation's Volunteer program and shall act as the general liaison between the Board and the parents of any player enrolled in the Corporation's football or cheerleading programs.

11. The JR Warriors Equipment Director and the JR Knights Equipment Director: The Equipment Directors shall be in charge of all equipment related issues that pertain to football activities.

12. The NLYFA Event Director. The NLYFA Event Director shall be responsible for any and all fundraising activities of the Corporation, primarily the golf outing.

13. The Player Personal Director shall be responsible for maintaining and organizing all player personal files, including but not limited to, team rosters, registration, alumni list, and any documents related to injuries suffered by a participant.

14. The Marketing Director shall be in charge of all marketing efforts, including but not limited to managing social media content and assisting with updating and maintaining the content on the NLYFA website.

15. Sponsorship Director shall be in charge of all sponsorship efforts, including but not limited to reaching out to businesses for sponsorship opportunities for the organization and assisting with fundraising efforts for events as needed, such as the golf outing.

16. Non-Director Officers: The Board may designate or create additional officer positions of the Corporation and may appoint and assign duties to other non-director officers of the Corporation, without voting rights if determined by the Board, if necessary to fulfill its functions and purpose.

ARTICLE VII
NLYFA ALUMNI ADVISORY BOARD

The NLYFA Alumni Advisory Board is comprised of NLYFA founding members, as well as past Directors of the Board who have served a minimum of four (4) years that do not need to be consecutive as an active Director of the Corporation. The Alumni Advisory Board is comprised of both football and cheerleading Alumni. The Primary function of the Alumni Board is to act as a committee to select recipients for the NLYFA Alumni Scholarship Fund. The Alumni Advisory Board will present their final selections for the NLYFA Alumni Scholarship Fund to the Board. The secondary function of the Alumni Advisory Board is to act in an advisory role to the current Board. There are no elections, and no scheduled meetings and membership into the Alumni Advisory Board Member is not binding, and is voluntary.

ARTICLE VIII
COMMITTEES

8.01 Committees: The Board may, by the resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of two (2) or more Directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

(a) take any final action on matters which also requires Board approval;

(b) fill vacancies in any committee without approval of the Board;

(c) act as if the committee has the authority of the Board;

(d) amend or repeal By-laws or adopt new By-laws;

(e) amend or repeal any resolution of the Board;

(f) appoint any other committees of the Board or the members of these committees;

(g) expend corporate funds without Board approval; or

(h) approve any Corporation transaction without Board approval.

8.02 Meetings and Action of Committees: Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these By-laws concerning meetings of the Board, with such changes in the context of those By- laws as are necessary to substitute the committee and its members for the Board and the Directors, except

that the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Board but not by resolution of the committee. Notice of special meetings of committees shall also be given to any and all committee members or Directors, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Corporate records. The Board may adopt rules for the governing of the committee not inconsistent with the provision of these By-laws.

ARTICLE IX
CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

9.01 Contracts and other Writings: Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the Corporation shall be executed on its behalf by the President or other persons to whom the Corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

9.02 Checks, Drafts: All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board, provided the President shall have authority to execute such checks, drafts, or other orders of payments of money without a resolution if the amount is less than Five Thousand and 00/100ths Dollars ($5,000.00).

9.03 Deposits: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depository as the Board or a designated committee of theBoard may select.

9.04 Loans: No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

9.05 Indemnification:

(a) Mandatory Indemnification. The Corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the Corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. The Corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the Corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) Advance for Expenses. 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 in the specific case, upon receipt of: (i) a written affirmation from the Director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (ii) an undertaking by or on behalf of the Director, officer, employee or agent such amount, unless it shall ultimately be deteimined that he or she is entitled to be indemnified by the Corporation in these By-laws.

(d) Indemnification of Officers, Agents and Employees. An officer of the Corporation who is not a Director is entitled to mandatory indemnification under this article to the same extent as a director. The Corporation may also indemnify and advance expenses to an employee or agent of the Corporation who is not a Director', consistent with the Act and Illinois Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

ARTICLE X
MISCELLANEOUS

10.01 Books and Records: The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board, a record of all actions taken by Board without a meeting, and a record of all actions taken by committees of the Boar. In addition, the Corporation shall keep a copy of the Corporation's Articles and By-laws as amended to date.

10.02 Fiscal Year: The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

10.03 Conflict of Interest: The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any Director, officer, employee, affiliate, or member of a committee with Board-delegated powers.

10.04 Nondiscrimination Policy: The officers, Directors, committee members, employees, and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the Corporation not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

10.05 Bylaw Amendment: These By-laws may be amended, altered, repealed, or restated by a vote of the majority of the Board then in office at a meeting of the Board, provided, however that all amendments be consistent with the Articles and:

(a) that no amendment shall be made to these By-laws which would cause the Corporation to cease to qualify as an exempt Corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

(b) that an amendment does not affect the voting rights of Directors. An amendment that does affect the voting rights of Directors further requires a super majority approval, two- thirds (2/3), ratification vote by a quorum of Directors present at a Board meeting.

ARTICLE XI
COUNTERTERRORISM AND DUE DILIGENCE POLICY

In furtherance of its exemption by contributions to other organizations, domestic or foreign, the Corporation shall stipulate how the funds will be used and shall require the recipient to provide the Corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, the Corporation willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

The Corporation shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE XII
DOCUMENT RETENTION POLICY

12.01 Purpose: The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of the Corporation's records.

12.02 Policy:

(a) Section 1: General Guidelines:

Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

a. From time to time, the Corporation may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

(b) Section 2. Exception for Liti=gation Relevant Documents: The Corporation expects all

officers, Directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the Corporation informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

(c) Section 3. Minimum Retention Periods for Specific Categories:

a. Corporate Documents. Corporate records include the Corporation's Articles, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

b. Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the Corporation's revenues. Tax records should be ietained for at least seven (7) years from the date of filing the applicable return.

c. Employment Records/Personnel Records. State and federal statutes require the Corporation to keep certain recruitment, employment and personnel information. The Corporation should also keep personnel files that reflect performance reviews and any complaints brought against the Corporation or individual employees under applicable state and federal statutes. The Corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three (3) years. Retiiement and pension records should be kept permanently. Other employment and personnel records should be retained for seven (7) years.

d. Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the Corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the Corporation.

e. Press Releases/Public Filings. The Corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the Corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the Corporation.

f. Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of seven (7) years.

g. Marketing= and Sales Documents. The Corporation should keep final copies of

marketing and sales documents for the same period of time it keeps other corporate files, generally three (3) years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

h. Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the Corporation and are protected as a trade secret where the Corporation:

   i. derives independent economic value from the secrecy of the information; and
   ii. has taken affirmative steps to keep the information confidential.

   The Corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

i. Contracts. Final, execution copies of all contracts entered into by the Corporation should be retained. The Corporation should retain copies of the final contracts for at least three (3) years beyond the life of the agreement, and longer in the case of publicly filed contracts.

j. Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two (2) years.

k. Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three (3) years. Any inventories of products, materials, and supplies and any invoices should be kept for seven (7) years.

l. Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

m. Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

(d) Section 4. Electronic Mail. E-mail that needs to be saved should be either:

a. printed in hard copy and kept in the appropriate file; or

b. downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE XIII
Transparency and Accountability
Disclosure of Financial Information With The General Public

1301 Purpose: By making full and accurate information about its mission, activities, finances, and governance publicly available, the Corporation practices and encourages transparency and accountability to the general public. This policy will:

a. indicate which documents and materials produced by the Corporation are presumptively open to staff and/or the public;

b. indicate which documents and materials produced by the Corporation are presumptively closed to staff and/or the public; and

c. specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follows:

1302 Financial and IRS documents (The form 1023 and the form 990): The Corporation shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, By-laws, conflict of interest policy, if any, and financial statements to the general public for inspection free of charge.

1303 IRS Annual Information Returns (Form 990): The Corporation shall submit the Form 990 to its Board prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the Corporation's Form 990 shall be submitted to each member of the Board via (hard copy or email) at least five (5) days before the Form 990 is filed with the IRS.

1304 Board:

a. All Board deliberations shall be open to the public except where the Board passes a motion to make any specific portion confidential; provided however the Board does not have to allow public comments at any Board deliberation or meeting.

b. All Board minutes shall be open to the public once accepted by the Board, except where the Board passes a motion to make any specific portion confidential.

c. All papers and materials considered by the Board shall be open to the public following the meeting at which they are considered, except where the Board passes a motion to make any specific paper or material confidential.

1305 Staff Records:

a. All staff records shall be available for consultation by the staff member concerned or by their legal representatives.

b. No staff records shall be made available to any person outside the Corporation except

the authorized governmental agencies.

c. Within the Corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that

d. Staff records shall be made available to the Board when requested.

13.06 Donor Records:

a. All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.

b. No donor records shall be made available to any other person outside the Corporation except the authorized governmental agencies.

c. Within the Corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that ;

d. donor records shall be made available to the Board when requested.

ARTICLE XIV
CODES OF ETHICS AND WHISTLEBLOWER POLICY

14.01 Purpose: The Corporation requires and encourages Directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the Corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Corporation to adhere to all laws and regulations that apply to the Corporation and the underlying purpose of this policy is to support the Corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

14.02 Reporting Violations: If any Director, officer, staff or employee reasonably believes that some policy, practice, or activity of Corporation is in violation of law, a written complaint must be filed by that person with the President or the Vice-President.

14.03 Acting in Good Faith: Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

14.04 Retaliation: Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Corporation and provides the Corporation with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

The Corporation shall not retaliate against any Director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of the Corporation or of another individual or entity with whom the Corporation has a business relationship, on

the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

The Corporation shall not retaliate against any Director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of the Corporation that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

14.05 Confidentiality: Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

14.06 Handling of Reported Violations: The President or the Vice President shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the Board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation. This policy shall be made available to all directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

ARTICLE XV
AMENDMENT OF ARTICLES OF INCORPORATION

15.01 Amendment: Any further amendments to the Articles of Incorporation, unless required by law, may be adopted by the approval of two-thirds (2/3) of the Board.