

BYLAWS OF
THE 87TH INFANTRY DIVISION LEGACY ASSOCIATION

ARTICLE I
OFFICES

The corporation shall maintain in the State of Illinois a registered office and a registered agent at such office and may have such other offices within or without the State of Illinois as may from time to time be designated by the board of directors.

ARTICLE II
MEMBERS

SECTION I. CLASSES, QUALIFICATIONS AND APPLICATION PROCESS.

A. CLASSES AND QUALIFICATIONS. The corporation shall have three classes of members with the following respective qualifications:

Veterans. Veterans are individuals who were members of The 87th Infantry Division of the United States Army during World War II.

Acornettes. Acornettes are the widows of individuals who were members of The 87th Infantry Division of the United States Army during World War II.

Members at Large. Membership shall be accorded to any person who ascribes to the following organizational goals and purposes: (1) to preserve the historic World War II record of The 87th Infantry Division which fought in the European Theater of Operations as part of General George S. Patton's Third Army; (2) to educate descendants of these United States Army veterans and the public about their significant sacrifices and contributions to victory and freedom during this pivotal global war.

All classes are considered Regular Members.

B. APPLICATION AND SELECTION PROCESS. Membership is conveyed upon completion and acceptance of a membership application and sustained payment of annual dues. No person will be rejected from membership unless it can be evidenced that the person seeking membership does not ascribe to the organizational goals and purposes listed above in Article II, Section 1. A, or is determined to have a legal history or personal or professional background that is considered by the board of directors to be detrimental to The 87th Infantry Division Legacy Association.

SECTION 2. TERM. Membership in the corporation shall be for the fiscal year of the corporation.

SECTION 3. VOTING RIGHTS. The members shall have the right to vote in person in the election of directors, including the removal of directors and election of directors to fill vacancies on the board of directors resulting solely from any such removal, on (1) vote for each position to be filled or, if applicable, with respect to the removal of each director proposed to be removed. Voting shall not be cumulative. Members shall also have the right to vote with respect to each other matter concerning the corporation, which may be submitted to a vote of members under the General Not for Profit Corporation Act of the State of Illinois, one (1) vote per member.

SECTION 4. OTHER PRIVILEGES OF MEMBERSHIP. Membership includes, but is not limited to, the following privileges: attendance at annual or periodic educational forums and veterans reunions or other annual or periodic meetings, attendance at any interim or special meetings when specifically included, and receipt of newsletters and other communications according to distribution procedures established by the board of directors.

SECTION 5. DUES. Members shall be required to pay such annual dues according to their class of membership as may be established from time to time by the board of directors or by an officer or officers to whom the board of directors delegates such authority. No part of a member's dues shall be refunded upon resignation or other termination of membership, nor shall dues be prorated for any partial fiscal year of membership. Notwithstanding the foregoing or any other provision of this Article, the board of directors shall have the discretion to reduce or waive dues on a case-by-case basis for financial hardship.

SECTION 6. TERMINATION OF MEMBERSHIP. The board of directors may terminate the membership of any member who fails to pay when due and payable the dues applicable to such member's class of membership, or for other good causes.

SECTION 7. RESIGNATION. A member's failure to renew his membership by payment of the dues applicable to such member's class of membership shall be deemed to have resigned his membership effective as of the beginning of the fiscal year to which such dues relate. Any member may also resign by filing a written resignation with the secretary of the corporation.

SECTION 8. REINSTATEMENT. Upon written request signed by a former member and filed with the secretary, the board of directors may reinstate such former member to membership upon such terms as the board of directors may deem appropriate.

SECTION 9. TRANSFER OF MEMBERSHIP. Membership in the corporation is not transferable or assignable.

SECTION 10. RECORD DATE FOR MEMEBERS. For the purpose of determining the members entitled to notice of any meeting of members or any adjournment thereof, the board of directors may fix, in advance, a date as the record date for any such determination of members. Any such record date shall not be more than sixty (60) days and not less than five (5) days before the date of such meeting.

ARTICLE III
MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETING. A regular annual meeting of the members shall be held each year commencing in 2010, for the purpose of the election of the board of directors, whose term of office expires at such meeting, and for the transaction of such other business as may be appropriate.

SECTION 2. SPECIAL MEETING. Special meetings of the members may be called by a majority vote of the board of directors, or by the president.

SECTION 3. PLACE OF MEETING. The board of directors may designate any place as the place of meeting for any special meeting called by the board of directors or the president.

SECTION 4. NOTICE OF MEETINGS. Written, facsimile or electronic mail notice stating the place, date, and hour of any meeting of the members shall be delivered by mail, facsimile transmission or electronic mail to the members not less than 14 days, nor more than 60 days before the date of such meeting or at the direction of the board of directors. In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the members at their addresses as they appear on the records of the corporation, with postage thereon prepaid. If notice is given by facsimile, such notice shall be deemed to be delivered upon completion of transmission to the members at their facsimile numbers as they appear on the records of the corporation. If notice is given by electronic mail, such notice shall be deemed delivered upon completion of transmission addressed to the members at their electronic mail addresses as they appear on the records of the corporation without return as undeliverable.

SECTION 5. QUORUM. Twenty percent (20%) of all the members shall constitute a quorum at any meeting of the members. If a quorum is not present at a meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice until a quorum is present, at which time any business may be transacted that may have been transacted at the meeting as originally called. Withdrawal of a member from any meeting shall not cause failure of a duly constituted quorum at that meeting. If a quorum is present at any meeting of members, the affirmative vote of a

majority of the members present and voted, either in person or by proxy, shall be the act of members with respect to any matter upon which the members are entitled to vote, unless a greater number is required by statute, the Articles of Incorporation or these by-laws.

SECTION 6. PROXIES. Each member may authorize by written proxy another person to act for such member with respect to any matter upon which the members are entitled to vote, but no proxy shall be voted or acted upon after fourteen (14) days from its date unless otherwise provided in the proxy.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be managed by its board of directors, which shall have such powers as are set forth in other Articles hereof and other powers including, but not limited to, the following:

- A. Interpreting the provisions of the articles of incorporation and by-laws.
- B. Controlling the funds of the corporation and designating its depositories.
- C. Authorizing expenditures from the funds of the corporation to implement its goals and purposes.
- D. Appointing or authorizing the appointment or employment of professional and administrative staff personnel, professional auditors and others to assist in carrying out the purposes and resolves of the corporation.
- E. Determining compensation for services rendered or to be rendered to the corporation by persons other than directors and officers of the corporation in such capacities.
- F. Performing all other acts consistent with the articles of incorporation and by-laws that may need be needed to carry out the purposes and resolves of the corporation.

SECTION 2. NUMBER, TERMS, QUALIFICATIONS AND ELECTIONS

A. NUMBER. The number of directors shall be not less than five, and not more than twenty-one. The number of directors may be decreased to not fewer than three or increased to any number from time to time by amendment of this section, unless the articles of incorporation provide that a change in the number of directors shall be made only by amendment to the articles of incorporation.

B. TERM. The term of the board of directors in the articles of incorporation shall expire at the first annual meeting of the members. The term of each director shall be one year. A director may serve more than one (1) term of office as a director, which terms may, but need not, be successive.

C. QUALIFICATIONS. Directors need not be residents of the State of Illinois.

D. ELECTIONS OF DIRECTORS. Prior to the annual meeting or other meeting designated by the board of directors for election of the board of directors and officers, a nominating committee will formulate a slate of directors and officers to be presented to the members for election. The nominating committee will be comprised of the three past presidents of the organization or in the absence of designated past officers, others may be appointed by the president and approved by the board of directors to establish a three person nominating committee. Additional candidates may be nominated from the floor. Each member shall have one (1) vote for each position on the board to be filled. The number of nominees for the positions on the board to be elected receiving the largest number of votes shall be elected.

SECTION 3. REGULAR MEETINGS. A regular annual meeting of the board of directors shall be held without other notice than these by-laws immediately prior to the annual meeting of members. The board of directors may provide by resolution the time and place for the holding of additional regular meetings of the board without other notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the board of directors may be called by or at the request of the president of the corporation, any vice president of the corporation, or any majority of the director. The person or persons calling the meeting may fix any place as the place for holding any special meeting of the board of directors called by him or them.

SECTION 5. PLACE OF MEETINGS. Meetings of the board of directors may take place with all of the directors together in one location, or meetings may be conducted by telephone.

SECTION 6. NOTICE. Except as otherwise required by statute, notice of any special meeting of the board of directors shall be given at least fourteen (14) days prior thereto by written, facsimile or electronic mail notice to each director at his post office address, facsimile number or electronic mail address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by facsimile, such notice shall be deemed to be delivered upon completion of the transmission to the facsimile number as shown on the records of the corporation. If

notice is given by electronic mail, such notice shall be deemed delivered upon completion of transmission to the electronic mail address shown on the records of the corporation and without return as undeliverable. Notice of any special meeting of the board of directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute waiver of notice of such meeting, except where 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. The business to be transacted at, and the purpose of a special meeting of the board shall be specified in the notice or waiver of notice of any such meeting.

SECTION 7. QUORUM. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board, provided that if less than a majority of the board of directors is present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

SECTION 8. MATTER OF ACTING. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by statute, these by-laws or articles of incorporation.

SECTION 9. INFORMAL ACTION BY DIRECTORS. Any action required by the General Not For Profit Corporation Act of the State of Illinois or these by-laws to be taken at a meeting of the board of directors, or any other action which may be taken at a meeting of the board of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors.

SECTION 10. VACANCIES. Vacancies occurring in the board of directors otherwise than by removal of a director, or in any directorship by reason of an increase in the number of directors (each, a "non-removal vacancy"), may be filled solely by the board of directors at any regular or special meeting of the board of directors; provided, that (a) the board of directors shall fill any non-removal vacancy if the unexpired term of office of the vacant directorship exceeds seven (7) months, and (b) the board of directors in its discretion may fill, but shall not be required to fill, any non-removal vacancy if the unexpired term of office of the vacant directorship exceeds seven (7) months or less unless the failure to fill such non-removal vacancy would result in the number of director in office being less than the number of directors comprising the entire board set in the first sentence of Paragraph A of Section 2 of this Article IV, or if a range is set in such sentence, the lowest number then set in that range, in which event the board of directors shall fill such non-removal vacancy. A vacancy arising by removal of a director shall be filled solely by vote of the members as provided in Section 10 of this Article IV.

SECTION 10. REMOVAL OF DIRECTORS. Any director may be removed for cause. Removal shall require the affirmative vote of two-thirds (2/3) of the votes present and

voted, in person or by proxy, at any regular or special meeting of the members at which a quorum is present. The foregoing notwithstanding, no director shall be removed unless written notice of such meeting of the members shall state that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only the named director or directors may be removed at such meeting. In the discretion of the board of directors or other part or parties calling such meeting, the notice of such meeting may include a solicitation of statements of interest from members to fill any resulting vacancy or vacancies, set a reasonable deadline, whether before, at or after such meeting, for receipt of such statements of interest and establish a reasonable procedure similar to that of Paragraph D of Section 2 of this Article IV (but not necessarily coinciding with newsletter publication dates) for the conduct of the election to fill any resulting vacancy or vacancies.

ARTICLE V COMMITTEES

SECTION 1. COMMITTEES OF DIRECTORS.

A. IN GENERAL. Subject to Paragraph B of this Section 1, the board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which will consist of at least two (2) directors, which committees, to the extent provided in said resolution, the articles of incorporation or these by-laws, shall have and exercise the authority of the board of directors in the management of the corporation; but the designation and appointment 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 upon it or him by law, including, without limitation, Section 108.40 of the General Not For Profit Corporation Act of the State of Illinois. Subject to the foregoing, the board of directors may refer or assign any matter to any committee and discharge or terminate any such committee.

B. EXECUTIVE COMMITTEE. The board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint an Executive Committee which shall consist of no less than 5 directors and shall include those directors who are time to time president, first vice-president, second vice-president, treasurer and secretary. The Executive Committee shall have and exercise the authority of the board of directors in the management of the corporation between regular meetings of the board of directors except with respect to acts and matters expressly reserved by Section 108.40 of the General Not for Profit Corporation Act of the State of Illinois to the board of directors and except with respect to an functions or authority of the board specifically delegated to another committee by resolution of the board of directors adopted by a majority of the directors in office.

SECTION 2. TERM OF OFFICE. Each member of a committee shall continue as such until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof. Each member of a committee shall serve at the pleasure of the board of directors.

SECTION 3. CHAIRMAN. One member of each committee shall be appointed chairman by the board of directors.

SECTION 4. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 5. QUORUM. Unless a greater number shall be provided in the resolution of the board of directors designating and appointing a committee or in these by-laws, a majority of the whole committee 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.

SECTION 6. RULES. The board of directors may adopt rules for the government of any committee not inconsistent with these by-laws.

SECTION 7. INFORMAL ACTION BY COMMITTEE. Any action which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all committee members.

SECTION 8. ADVISORY BODIES. The board of directors may create and appoint persons to a commission, advisory body or other such body which may or may not have directors as members, which body shall not act on behalf of the corporation or bind it to any action, but may make recommendations to the board of directors or to the officers of the corporation. Members of any such body shall be selected on the basis of such qualifications as the board of directors may from time to time determine. No member of any such body shall be entitled to receive any compensation for services rendered in such capacity or reimbursement for expenses of attendance at any meeting of such body.

ARTICLE VI OFFICERS

SECTION 1. OFFICERS. The officers of the corporation shall be the president, one or more vice presidents, the treasurer, and the secretary and such assistant treasurers, assistant secretaries or other officers as may be appointed by the board of directors. Officers whose authority and duties are not prescribed in these by-laws 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 and the office of any vice president may be combined with any one or more offices other than president. Only members shall be qualified to be elected or appointed and serve as officers.

SECTION 2. ELECTION AND TERM OF OFFICE. Prior to the annual meeting or other meeting designated by the board of directors for election of the board of directors and officers, a nominating committee will formulate a slate to be presented to the members for election. The nominating committee will be comprised of three past presidents of the organization or in the absence of designated past officers, others may be appointed by the president and approved by the board of directors to establish a three person nominating committee. Additional candidates may be nominated from the floor. Each member shall have one (1) vote for each position on the board to be filled. The number of nominees for the positions as officers to be elected receiving the largest number of votes shall be elected.

SECTION 3. REMOVAL. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. VACANCIES. A vacancy occurring in any office because of death, resignation, removal, disqualification or otherwise may be filled by the board of directors for the unexpired portion of the term.

SECTION 5. PRESIDENT. The president shall be the chief executive officer of the corporation and, subject to the direction of the board of directors, shall supervise and direct and be responsible for the direction of the ongoing business of the corporation. The president shall preside at meetings of the board of directors, and at meetings of the members. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these by-laws, he may execute for the corporation any contracts or other instruments which the board of directors has authorized to be executed, and he may accomplish such execution either under or without the seal of the corporation, and he may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument.

SECTION 6. FIRST VICE-PRESIDENT. The primary duties of the first vice-president shall be to oversee the election of directors, and to assist the president in the discharge of his duties as from time to time may be assigned to him by the president or by the board of

directors. In the absence of the president or in the event of his inability or refusal to act, the first vice-president shall perform the duties of the president and when so acting, shall have all the powers of and be subject to all the restrictions upon the president.

SECTION 7. SECOND VICE-PRESIDENT. The primary duties of the second vice-president shall be to assist the president in the discharge of his duties as from time to time may be assigned by the president or by the board of directors. In the absence of the president and first vice-president or in the event of their inability or refusal to act, the second vice-president shall perform the duties of the president and when so acting, shall have all the powers of and be subject to all the restrictions upon the president.

SECTION 8. TREASURER. The treasurer shall be the principal accounting and financial officer of the corporation. He shall: (a) have charge or and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds of the corporation, and be responsible therefore, 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 by the president or by the board of directors.

SECTION 9. SECRETARY. The secretary shall record the minutes of the meetings of the board of directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation, if any; keep a register of the post office address, electronic mail address and facsimile number of each member and director which shall be furnished to the secretary by such member or director; and perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

SECTION 10. ASSISTANT VICE-PRESIDENTS, ASSISTANT TREASURERS, AND ASSISTANT SECRETARIES. The assistant vice-presidents, assistant treasurers and assistant secretaries shall perform such duties as shall be assigned to them by the vice-president, the treasurer or the secretary, respectively, or by the president or the board of directors.

SECTION 12. COMPENSATION. No officer shall be entitled to receive any compensation for services rendered in such office, however, he shall be entitled to reimbursement for any expenses reasonably incurred in performing such services; provided, that nothing herein contained shall be construed to preclude any officer from serving the corporation in any capacity other than as an officer or director and receiving reasonable compensation therefore.

ARTICLE VII
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. CONTRACTS. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or assistant treasurer.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

SECTION 4. GRANTS AND GIFTS. The board of directors may apply for and/or accept on behalf of the corporation any grant, contribution, gift, bequest or devise for the general purposes or for any special purposes of the corporation.

ARTICLE VIII
BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the board of directors, the members and committees having any of the authority of the board of directors. All books and records of the corporation may be inspected by any director, any member, or that director's or member's agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX
FISCAL YEAR

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

ARTICLE X
POLITICAL CAMPAIGNS

The corporation shall not, at any time, directly participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office or, except as an insubstantial part of its activities, attempt to influence the passage or defeat of legislative proposals. This provision shall not be construed to prevent any officer, director or member in his individual capacity from engaging in any of the foregoing activities.

ARTICLE XI
INDEMNIFICATION

SECTION 1. OBLIGATION TO INDEMNIFY. Subject to Sections 5 and 6 of this Article, the corporation shall indemnify each director, officer, committee chairman, committee member, employee and agent of the corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), brought against him or in which he is named as a party by reason of the fact that he is or was a director, officer, committee chairman, committee member, employee or agent of the corporation, if the person seeking indemnification acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action suit or proceeding by judgment, order, settlement, conviction or upon a plea of no contest or its equivalent, shall not, of itself, create a presumption that the person seeking indemnification did not act in good faith and in a manner in which he reasonably believed to be in or not opposed to the best interests of the corporation, or, with respect to any criminal action or proceeding, a presumption that the person seeking indemnification had reasonable cause to believe that his conduct was unlawful.

SECTION 2. MANNER OF DETERMINING ELIGIBILITY. Any indemnification shall be made by the corporation upon a determination that indemnification of such person is proper in the circumstances because he has met the application standard of conduct set forth in Section 1 of the Article. Such determination shall be made (i) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) 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.

SECTION 3. ADVANCE PAYMENTS OF 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 of directors in the specific case, upon receipt of an undertaking by or on behalf of the person seeking indemnification to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article.

SECTION 4. CONTRACT RIGHTS. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any agreement, vote of disinterested directors or otherwise, both as to action in his 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, committee chairman, committee member, employee or agent of the corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

SECTION 5. INSURANCE. The obligation of the corporation under this Article shall not be limited to the proceeds of liability insurance policies actually paid to the corporation or directly to or for the benefit of the person claiming indemnification under this Article. The corporation may purchase and maintain insurance on behalf of any person who is a director, officer, committee chairman, committee member, employee or agent of the corporation against any liability asserted against him or incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

SECTION 6. REPORT TO MEMBERS. If the corporation has paid indemnity or has advanced expenses under this article to a director, officer, committee chairman, committee member, employee or agent, the corporation shall report the indemnification or advance in writing to the members with or before the notice of the next meeting of the members.

ARTICLE XII CONFLICTS OF INTEREST

A director, an officer, or a member of the corporation shall not directly or indirectly engage in a transaction with the corporation unless (a) the transaction is fair to the corporation at the time it is authorized, approved or ratified, (b) the terms of the transaction are arm's length or no less favorable to the corporation than those which would obtain in an arms-length transaction with an unrelated third-party, (c) the material facts of the transaction and the director's, officer's, member's or individual's interest are disclosed or known to the board of directors when the transaction is authorized,

approved, or ratified, (d) the board of directors authorizes, approves or ratifies the transaction by the affirmative vote of a majority of disinterested directors in office (even though the disinterested directors may be less than a quorum), (e) the transaction does not involve an “excess benefit” which may be subject to Section 4958 of the Internal Revenue Code of 1986, as amended (the “Code”), constitute inurement of net earnings or a private benefit prohibited under Section 501(c)(3) of the Code, or is otherwise inconsistent with provisions of Section 501(c)(3) of the Code, as such sections may from time to time be in effect, and (f) the transaction does not violate the articles of incorporation or these by-laws.

ARTICLE XIII SEAL

The corporate seal, if any, shall have inscribed thereon the name of the corporation and the words “Corporate Seal, Illinois.”

ARTICLE XIV WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV AMENDMENTS

The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the board of directors. Such action may be taken at a regular or special meeting for which written or electronic notice of such purpose shall be given. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.

ARTICLE XVI
MISCELLANEOUS

All words used in the singular number shall mean, extend to and include the plural where applicable and vice versa and all words used in any gender shall mean, extend to and include any other gender, all as the context may require. Article and section headings are for convenient reference only and are not a part of the context of these by-laws. Any waiver or consent given by the board of directors or any officer shall be effective only in the specific instance and for the purpose for which give and shall not be deemed a waiver or consent for or with respect to any other person, instance, purpose or circumstance.