

**Corporate By-Laws**

**Mundelein Pride, Inc.**

**DBA**

**MUNDELEIN  
COMMUNITY CONNECTION**

Est. 1993  
Amended 1994  
Revised April 29, 2016  
Revised October 20, 2020

**BY-LAWS  
OF  
MUNDELEIN COMMUNITY CONNECTION**

**ARTICLE I**

Offices

The name of this corporation shall be MUNDELEIN COMMUNITY CONNECTION (hereinafter referred to as “the corporation”). The corporation 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 outside of the state.

**ARTICLE II**

Purpose

Section 1. CORPORATE PURPOSES. The Purpose of the Corporation is to organize events that foster community pride and promote an active, vibrant community. The corporation will receive, administer, and distribute funds in connection with activities that are permissible under section 501(c) (3) of the Internal Revenue code or the corresponding section of any future federal tax code.

Section 2. TAX EXEMPT STATUS. The corporation shall apply for and maintain itself as a nonprofit, tax exempt corporation pursuant to section 501 (c) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code. No part of the net earnings of the corporation shall inure to the benefits of its members, directors, officers or any other individual. The corporation shall not participate in or intervene in any political campaign in support of opposition of any candidate for public office.

No Part of the net earnings of the corporation shall inure to the benefit of, or be distributable to it’s members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose section hereof. No substantial part of the activities of the corporation

shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3. DISSOLUTION. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code or shall be distributed to the federal government or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations as the court shall determine, which are organized and operated exclusively for such purposes.

### ARTICLE III

#### Program Area

The primary area shall be that portion of downtown Mundelein that is west of James Street, east of Prairie Street, south of Edgemont Avenue, and north of Courtland Street.

### ARTICLE IV

#### Members

Section 1. CLASSES OF MEMBERS. The classes of members of the corporation shall be as follows:

- a) Individual / Family Members
- b) Business Members
- c) Non-profit Organizations

Section 2. DUES. By resolution, the Board of Directors shall establish annual dues as it deems appropriate. The Board of Directors shall establish the method of payment and application procedures.

Section 3. PROCEEDURE TO ESTABLISH MEMBERSHIP. Any business, organization or individual committed to supporting the purpose of the corporation may become a

member by completing an application for membership in such form as the Board of Directors shall prescribe and paying such dues as the Board of Directors may establish.

Section 4. RESIGNATION. Any members may resign from membership in the corporation by filing a written resignation with the Secretary. The written resignation shall specify the effective date thereof. Resigning members shall not be relieved of the obligation to pay any dues, assessments or other charges that have accrued and remain unpaid, nor shall the member be entitled to any refund of dues already paid.

Section 5. TERMINATION OF MEMBERSHIP. The board of Directors, by affirmative vote of 70 % of all of the members of the board, may suspend or expel a member for cause after an appropriate hearing. The Board of directors by a majority vote of those present of any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership or suspend or expel any member who shall be default in the payment of dues for a period of three (3) months or longer.

Section 6. REINSTATEMENT. Upon written request signed by a former member and filed with the Secretary of the corporation, The Board of Directors, by an affirmative vote of 70% of the members of the board, may reinstate the former member to membership upon the terms as the board of Directors may deem appropriate.

Section 7. TRANSFER OF MEMBERSHIP. Membership of this corporation is not transferable or assignable.

Section 8. NO MEMBERSHIP CERTIFICATES. No membership certificates of the corporation shall be required.

## ARTICLE V

### Membership Meetings

Section 1. ANNUAL MEETING. An annual meeting of the members shall be held on the first, best available date during the month of February each year.

Section 2. SPECIAL MEETING. Special meetings for members may be called either by the annual meeting or any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the location of the meeting shall be the auditorium of Mundelein High School.

Section 3. PLACE OF MEETING. The Board of Directors may designate the location of the annual meeting or any special meetings called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the location of the meeting shall be the auditorium of Mundelein High School.

Section 4. PARLIAMENTARY PROCEDURE. All meetings of members of the corporation shall be governed by parliamentary law as set forth in Robert's Rules of Order (most recent edition) when it does not conflict with these bylaws.

## ARTICLE VI

### Board of Directors

Section 1. GENERAL POWERS. The affairs of the corporation shall be managed by or under the direction of its Board of Directors. The Board of Directors may hire agents for the corporation, including, but not limited to, legal counsel and tax consultants.

Section 2. NUMBER, AND QUALIFICATIONS. The number of directors shall be 9. Additionally, the Board of Directors shall have a non-voting liaison from the Village of Mundelein. Such Liaison shall be either an elected official or professional member of the Village administration. Directors must be members of the corporation, although they need not be residents of Illinois. The number of directors may be increased to any number from time to time by amendment of this section. No decrease shall have the effect of shortening the term of an incumbent director.

Section 3. NOMINATING COMMITTEE. There shall be a standing Nominating Committee consisting of 3 Directors at Large to be selected by the President. The Nominating Committee shall put forth nominations for Director Positions. Directors shall be selected with a majority vote of the Board of Directors.

Section 4. REGULAR MEETINGS. A regular monthly meeting of the Board of Directors shall be held without other notice than these bylaws. By resolution, the Board of Directors may provide the time and place for the holding of additional regular meetings of the board without other notice than the resolution.

Section 5. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any three directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding the special meeting.

Section 6. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least five days previous thereto by written notice to each director at his or her address as shown on the records of the corporation, except that no special meeting of the directors

may remove a director unless written notice of the proposed removal is delivered to all directors at least 20 days prior to the meeting. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail, with postage thereon prepaid. Notice of any special meeting of the Board of Directors shall constitute a waiver of notice of the 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. 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 these bylaws.

Section 7. QUORUM. A simple majority of the members 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 the meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

Section 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 statute, these bylaws, or the articles of incorporation. No director may act by proxy on any matter. If the vote of the directors present at a meeting at which a quorum is present results in a tie, the directors will re-vote on the issue at the next regular meeting of the Board of Directors.

Section 9. 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 statute.

Section 10. PARLIAMENTARY PROCEDURE. All Meetings of the Board of Directors of the corporation shall be governed by parliamentary law as set forth in Robert's Rules of Order (most recent addition) when in does not conflict with these bylaws.

## ARTICLE VII

### Officers

Section 1. OFFICERS. The officers of the corporation shall be a President, Treasurer, Secretary and any other officers as may be elected or appointed by the Board of Directors. 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 one or more officers shall be a director while he or she holds office. However, any two or more offices may not be held by the same person.

Section 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the Board of Directors at the first regular monthly meeting of the Board of Directors following the annual membership meeting. If the election of officers shall not be held at such meeting, the election shall be held as soon thereafter as conveniently may be. President shall automatically become Immediate Past President, and Vice-President shall automatically become President. 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 has been duly elected and qualified or until his or her death or until he or she resigns or is removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

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. The Board of Directors by affirmative vote of super majority of all the disinterested members of the board may remove an elected or appointed officer.

Section 4. PRESIDENT. The President shall be the principal executive officer of the corporation. Subject to the direction and control of the Board of Directors, the President shall be in charge of the business and affairs of the corporation. The President shall see that the resolutions and directives of the Board of Directors are effectuated except in those instances when the responsibility is assigned to some other person by the Board of Directors. In general, the President shall discharge all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors. The President shall preside at all meetings of the members and the Board of Directors, but may, at his or her discretion, arrange for another officer to preside at other meetings. Except in those instances when 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 bylaws, the President may execute for the corporation any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed. The President may accomplish such execution either under or without the seal of the corporation and either individually or with the Secretary or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. The President may vote all securities which the corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the Board of Directors.

Section 5. TREASURER. The Treasurer shall be the principal accounting and financial officer of the corporation. The Treasurer shall (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds and securities 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 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.

Section 6. SECRETARY. The Secretary shall (a) record the minutes of the meetings of the members and 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 and the seal of the corporation; (d) keep a register of the post office addresses of each member which 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 the Board of Directors.

Section 7. VILLAGE LIAISON. The Village Liaison of the corporation shall serve as *ex officio* member of the Executive Committee and shall be an advisor to the President. The Village Liaison shall also serve as an advisor to the Board of Directors.

## ARTICLE VIII

### Committees and Advisory Board

Section 1. COMMITTEES. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees each of which will consist of one or more directors and such other persons as the Board of Directors designates. The committees shall have and exercise the authority given to them in these bylaws, but shall not execute any event, project or program without the approval of the Board of Directors. 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 upon it, him or her by law.

Section 2. CHAIRPERSONS. The chairpersons of the committees shall be a member of the Board of Directors of the corporation serving on such committees.

Section 3. VACANCIES. Vacancies in the chairperson ship of a committee, shall be filled by appointment of the Board of Directors.

Section 4. RULES. Each committee and advisory body may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors. Such rules must meet the approval of the Board of Directors of the corporation.

Section 5. PARLIAMENTARY PROCEDURE. All committee meetings of the corporation shall be governed by parliamentary law as set forth in Robert's Rules of Order (most recent edition) when it does not conflict with these bylaws.



## ARTICLE IX

### EXECUTIVE DIRECTOR

The Corporation shall employ an Executive Director. Compensation of the Executive Director shall be determined by the Board of Directors. Compensation shall be reviewed annually. The Executive Director is the key management leader of The Corporation. The Executive Director is responsible for overseeing the administration, programs and strategic plan of the organization. Other key duties include fundraising, marketing, and community outreach. The position reports directly to the Board of Directors.

#### GENERAL RESPONSIBILITIES

- 1) Board Governance: Works with board in order to fulfill the organization mission.
  - a. Responsible for leading The Corporation in a manner that supports and guides the organization's mission as defined by the Board of Directors.
  - b. Responsible for communicating effectively with the Board and providing, in a timely and accurate manner, all information necessary for the Board to function properly and to make informed decisions.
- 2) Financial Performance and Viability: Develops resources sufficient to ensure the financial health of the organization.
  - a. Responsible for fundraising and developing other revenues necessary to support The Corporation's mission.
  - b. Responsible for the fiscal integrity of The Corporation, to include submission to the Board of a proposed annual budget and monthly financial statements, which accurately reflect the financial condition of the organization.
  - c. Responsible for fiscal management that generally anticipates operating within the approved budget, ensures maximum resource utilization, and maintenance of the organization in a positive financial position.
  - d. Responsible for developing in conjunction with the Treasurer, a budget to be presented to the Board for review and approval 2 months prior to the beginning of the fiscal year.
- 3) Organization Mission and Strategy: Works with board and staff to ensure that the mission is fulfilled through programs, strategic planning and community outreach.

a. Responsible for implementation of The Corporation's programs that carry out the organization's mission.

b. Responsible for strategic planning to ensure that The Corporation can successfully fulfill its Mission into the future.

c. Responsible for the enhancement of The Corporation's image by being active and visible in the community and by working closely with other professional, civic and private organizations.

4) Organization Operations: Oversees and implements appropriate resources to ensure that the operations of the organization are appropriate.

a. Responsible for signing all notes, agreements, and other instruments made and entered into and on behalf of the organization.

#### Actual Job Responsibilities

1. Report to and work closely with the Board of Directors to seek their involvement in policy decisions, fundraising and to increase the overall visibility of the organization.
2. Strategic planning and implementation.
3. Planning and operation of annual budget.
4. Serve as The Corporation's primary spokesperson to the organization's constituents, the media and the general public.
5. Establish and maintain relationships with various organizations and utilize those relationships to strategically enhance The Corporation's Mission.
6. Engage in fundraising and developing other revenues.
7. Oversee marketing and other communications efforts.
8. Oversee organization Board and committee meetings.
9. Establishing administrative policies and procedures for all functions and for the day-to-day operation of the nonprofit.
10. Review and approve contracts for services.
11. Other duties as assigned by the Board of Directors.

## ARTICLE X

### Contracts, Checks, Deposits and Funds

Section 1. CONTRACTS. The Board of Directors may authorize in writing any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by

these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by two officers from the following individuals from the Executive Committee: President, Vice-President and Treasurer. These officers are authorized to make payments for all reoccurring expenses such as salaries, rent, utility bills, office supplies, etc. without Board approval. These expenses will be approved as a part of the treasurer's report at the regularly scheduled monthly board meeting. Any expenses may be questioned and discussed prior to the approval of the treasure's report.

Section 3. EXPENDITURES. Any expenditures not covered in the above Section 2 that exceed an amount over \$500 should be approved, prior to execution, by a majority "yes" roll call vote of the Board of Directors at the next regularly scheduled monthly board meeting. If the expenditure needs to be executed prior to the next regularly scheduled monthly board meeting a special board meeting shall to called. This special board meeting may take the form of an on-site meeting, a telephone poll or an email approval. The results of this special board meeting shall be reported as a portion of the treasurer's report at the next regularly scheduled board meeting. The report shall include the results of the roll call voting by individual. Other forms of disbursement such as debit card use shall be reviewed by the board of directors by reviewing the monthly bank reconciliations.

Section 4. 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 5. GIFTS. The Board of Directors may except on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

## ARTICLE XI

### Certificate of Membership

Section 1. CERTIFICATES OF MEMBERSHIP. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation which shall be in such form as may be determined by the board. Such certificates shall be signed by the President and by the Secretary and may bear the corporation's seal, which may be in facsimile. The name and address of each member shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate

may be issued therefore upon such terms and conditions as the Board of Directors may determine.

## ARTICLE XII

### Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its 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 of the corporation may be inspected by any member, or his or her agent or attorney for any proper purposes at any reasonable time.

## ARTICLE XIII

### Fiscal Year

The fiscal year of the corporation shall be from February 1<sup>st</sup> to January 31<sup>st</sup> of the following calendar year.

## ARTICLE XIV

### Dues

Section 1. ANNUAL DUES. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class.

Section 2. PAYMENT OF DUES. Dues shall be payable in advance on the first day of May in each year. Dues of a new member shall be prorated from the beginning of the quarter in which the new member begins membership, for the remainder of the fiscal year of the corporation.

Section 3. DEFAULT AND TERMINATION OF MEMBERSHIP. When any member of any class shall be in default in the payment of dues for a period of three (3) months from the beginning of the period for which such dues become payable, his or her membership may thereupon be terminated by the Board of Directors in the manner provided in ARTICLE IV of these bylaws.

## ARTICLE XV

### 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 these bylaws 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. 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 XVI

### Indemnification

Section 1. INDEMNIFICATION OF OFFICERS AND DIRECTORS. To the extent that it is financially able, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to or witness in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the corporation 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 to the fullest extent and in the manner set forth in and permitted by the Illinois General Not For Profit Corporation Act and any other applicable law, as from time to time in effect. The foregoing provisions of this Article shall be deemed to be a contract between the corporation and each director and officer who serves in such capacity at any time while this Article and the relevant provisions of the Illinois General Not For Profit Corporation Act and other applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing, with respect to any state of facts then or therefore existing, or any action, suit, or proceeding theretofore, or thereafter brought or threatened based in whole or in part upon any such state of facts.

Section 2. INDEMNIFICATION OF MEMBERS, EMPLOYEES, AGENTS, ETC. To the extent it is financially able, the corporation may indemnify any person who was or is a party, or is threatened to be made a party to or witness in any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he or she was a member, employee, agent of the corporation, or is or was serving at the request of the corporation, 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 to the extent and in the manner set forth and permitted by the Illinois General Not For Profit Corporation Act and any other applicable law, as from time to time in effect.

Section 3. DETERMINATION OF INDEMNIFICATION. Any determination as to the financial ability of the corporation to indemnify under Section 1 and any indemnification under Section 2 of this Article, unless ordered by a court, shall be made 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. Any director, officer, member, employee, agent, or person who is or was serving at the request of the corporation may seek review of the decision of the Board of Directors by independent legal counsel chosen by both the Board of Directors and the interested party. The interested party and the Board of Directors shall be bound by the decision of the independent legal counselor.

Section 4. PAYMENT OF EXPENSES IN ADVANCE. 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 agreement by or on behalf of the director, officer, employee, agent, or person who serves or served at the request of the corporation to repay such amount. Repayment of expenses shall not be required if it ultimately is determined that he or she is entitled to be indemnified by the corporation as authorized in this Article.

Section 5. 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, member, employee, agent or person who serves at the request of the corporation, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 6. INSURANCE. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, member, employee or agent of the corporation, or who is or was serving at the request of the corporation 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 corporation would have had the power to indemnify such person against such liability under the provisions of this Article.

Section 7. REFERENCES TO CORPORATION. For purposes of this Article, references to "the corporation" shall include, in addition to the surviving corporation, and merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, members, employees, or agents, so

that any person who was a director, officer, member, employee or agent of such merging corporation, or was serving at the request of such merging corporation shall stand in the same position under the provisions of this Article with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

Section 8. OTHER REFERENCES. For purposes of this Article, references to “serving at the request of the corporation” shall include any service as an advisor or service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by such director, officer, employee or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the corporation” as referred to in this Article.

## ARTICLE XVII

### Amendments

The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors unless otherwise provided in the articles of incorporation or the bylaws. The Board of Directors may alter, amend or repeal the bylaws by a majority vote of all directors. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation. The Board of Directors has the exclusive power to amend the Articles of Incorporation of the Corporation pursuant to Article 10 of the Illinois General Not For Profit Corporation Act of 1986.